

PO 6000 142779

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

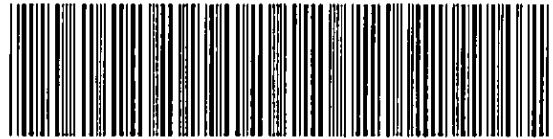
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

20 JAN 19 78

Office Use Only



500338634375

FILED

20 JAN -2 AM 9:32

STOCK MARKET
FALL 1983-1984



JAN 19 78

T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 118768 7509084

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 2019

ORDER TIME : 11:52 AM

ORDER NO. : 118768-005

CUSTOMER NO: 7509084

ARTICLES OF MERGER

ICS RADIOLOGY, INC

INTO

SHERIDAN RADIOLOGY SERVICES OF
SOUTH FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sheridan Radiology Services of South Florida, Inc.	Florida	P06000142779

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ICS Radiology, Inc.	Florida	P11000082418
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 01 2020 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/30/2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/30/2019.


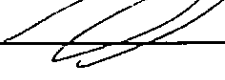
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED

20 JAN -2 AM 9:32
CLERK OF THE COURT
STATE OF FLORIDA
TALLAHASSEE

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Sheridan Radiology Services of South Florida, Inc.		Douglas Smith, President
ICS Radiology, Inc.		Douglas Smith, President

FILED
20 JAN -2 AM 9:32
ST. CLAIR COUNTY, MISSOURI
RECEIVED

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), dated as of December 30, 2019, is by and between Sheridan Radiology Services of South Florida, Inc., a Florida corporation ("Surviving Corporation"), and ICS Radiology, Inc., a Florida corporation ("Merging Company").

RECITALS

WHEREAS, Surviving Corporation and the Merging Company desire to enter into this Agreement, pursuant to which Merging Company will merge with and into Surviving Corporation on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the mutual covenants and undertakings set forth herein, and subject to and on the terms and conditions set forth herein, the parties hereby agree as follows:

ARTICLE I THE MERGER

Section 1.1 *The Merger.* Subject to the terms and conditions of this Agreement, in accordance with the Florida Business Corporation Act, and effective as of the Effective Date (as defined below), Merging Company shall merge with and into Surviving Corporation (the "Merger"). Surviving Corporation shall be the surviving company in the Merger, and shall continue its existence under the laws of the State of Florida. Upon consummation of the Merger, the separate legal existence of Merging Company shall terminate. The effect of the Merger shall be as prescribed by law.

Section 1.2 *Articles of Incorporation.* Subject to the terms and conditions of this Agreement, as of the Effective Date, the Articles of Incorporation of Surviving Corporation, as may be amended from time to time (the "Articles of Incorporation"), shall be the Articles of Incorporation of the surviving company of the Merger until thereafter amended in accordance with applicable law.

Section 1.3 *Bylaws.* Subject to the terms and conditions of this Agreement, as of the Effective Date, the Bylaws of Surviving Corporation, as may be amended from time to time (the "Bylaws"), shall be the Bylaws of the surviving company of the Merger until thereafter amended in accordance with applicable law.

Section 1.4 *Directors and Officers.* The directors and officers of Surviving Corporation shall immediately as of the Effective Date continue to be the directors and officers of Surviving Corporation, to serve, in both cases, until their successors shall have been elected and qualified or until otherwise provided by law and the Articles of Incorporation and/or the Bylaws.

Section 1.5 *Approval of Merger.* The Merger contemplated by this Agreement has been adopted and approved by the Sole Shareholder and Sole Director of the Surviving Corporation and the Sole Shareholder of Merging Company, respectively, by written consent, each dated as of December 30, 2019.

2019 DEC 30 AM 9:32
FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

ARTICLE II
EFFECTIVE DATE AND CANCELLATION OF MERGING LLC OWNERSHIP

Section 2.1 *Effective Date.* The Merger shall become effective as of January 1, 2020, as specified in the Articles of Merger filed with the Office of the Secretary of State of Florida (the "Effective Date").

Section 2.2 *Cancellation of the Merging Company's Ownership.* As of the Effective Date, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of Surviving Corporation or capital stock of Merging Company:

(a) All issued and outstanding shares of capital stock of Merging Company immediately prior to the Effective Date shall be cancelled in consideration of the assumption by Surviving Corporation of all of the assets and liabilities of Merging Company.

(b) The issued and outstanding shares of capital stock of Surviving Corporation as of the Effective Date shall continue to represent the ownership interests of Surviving Corporation and shall be unaffected by the Merger.

ARTICLE III
GENERAL PROVISIONS

Section 3.1 *Tax Treatment.* The Merger is intended to be tax-free pursuant to the Internal Revenue Code of 1986, as amended.

Section 3.2 *Waiver.* No failure to exercise, and no delay in exercising, on the part of either party, any privilege, any power or any right hereunder will operate as a waiver thereof, nor will any single or partial exercise of any privilege, right or power hereunder preclude further exercise of any other privilege, right or power hereunder.

Section 3.3 *Severability.* If any provision of this Agreement is held invalid or unenforceable by any court of competent jurisdiction, the other provisions of this Agreement will remain in full force and effect.

Section 3.4 *Governing Law.* This Agreement will be governed by and construed in accordance with the laws of the State of Florida, without regard to the conflict of law provisions thereof.

Section 3.5 *Execution of Agreement; Counterparts.* This Agreement may be executed in counterparts (including by means of telecopied or electronically transmitted.pdf signature pages), any one of which need not contain the signatures of more than one party, but all such counterparts taken together shall constitute one and the same agreement.

[Signature Page Follows.]

FILED
20 JAN -2 AM 9:32
STATE OF FLORIDA
TALLAHASSEE

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

SURVIVING CORPORATION:

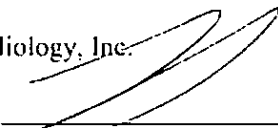
Sheridan Radiology Services of South Florida, Inc.

By: 

Name: Douglas Smith

Its: President

MERGING COMPANY:

ICS Radiology, Inc. 

By:

Name: Douglas Smith

Its: President

FILED
20 JAN - 2 AM 9:32
SECOND JUDGE STAFF
FALL ARREST PROCEEDING
99