

PD7000098409

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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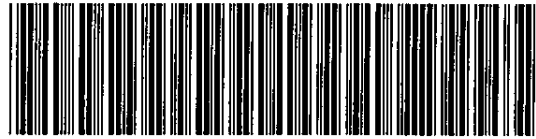
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10-4-07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spivey Cosmetic Dentistry, P.A.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Ben M. Spivey

(Contact Person)

Spivey Cosmetic Dentistry, P.A.

(Firm/Company)

2130 SW 22nd Place, # 102

(Address)

Ocala, FL 34474

(City, State and Zip Code)

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07 OCT -4 PM 2:28
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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Ben M. Spivey

(Name of Contact Person)

at (352) 624-3800

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spivey Dental of Ocala, PA	Florida	Corporation P05000119917
Spivey Dental of Cala Hills, PA	Florida	Corporation P05000145004
Heath Brook Dental, PLC	Florida	Professional Limited Liability Company L06000103193

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spivey Cosmetic Dentistry, P.A.	Florida	Corporation P07000098409

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

EFFECTIVE DATE 10-4-07

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TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

October 4, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

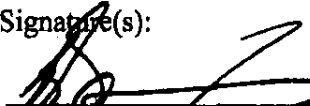
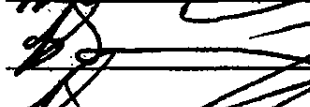
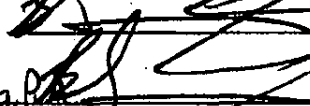
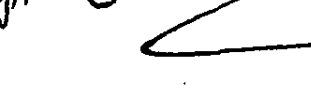
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Spivey Dental of Ocala, PA		Ben M. Spivey
Spivey Dental of Cala Hills, PA		Ben M. Spivey
Heath Brook Dental, PLC		Ben M. Spivey
Spivey Cosmetic Dentistry, PA		Ben M. Spivey

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spivey Dental of Ocala, PA	Florida	Corporation
Spivey Dental of Cala Hills, PA	Florida	Corporation
Heath Brook Dental, PLC	Florida	Professional Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spivey Cosmetic Dentistry, P.A.	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

Effective ^{10/4/07}~~10/01/07~~ Spivey Dental of Ocala, PA, Spivey Dental of Cala Hills, PA, and Heath Brook Dental, PLC

shall be merged with and into Spivey Cosmetic Dentistry, PA. Following the merger,

the separate existence of the companies shall cease and Spivey Cosmetic Dentistry, PA shall continue

as the surviving corporation and shall assume all rights and obligations of the merged companies.

Effective ^{10/4/07}~~10/01/07~~ all assets and liabilities belonging to the merged companies shall become assets

and liabilities of Spivey Cosmetic Dentistry, PA. Effective ^{10/4/07}~~10/01/07~~ all of the corporate stock of the

merged companies shall be considered corporate stock of Spivey Cosmetic Dentistry, PA

and the shareholder's stock basis of the merged companies shall be considered stock basis

of the shareholder of the surviving corporation, Spivey Cosmetic Dentistry, PA.

(Attach additional sheet if necessary)

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 ALACHUA COUNTY, FLORIDA

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Minutes of Special Meetings of Spivey Dental of Ocala, PA, Spivey Dental of Cala Hills, PA,

Heath Brook Dental, PLC, and Spivey Cosmetic Dentistry, PA.

Effective ^{10/4/07}~~10/04/07~~ Spivey Dental of Ocala, PA, Spivey Dental of Cala Hills, PA, and Heath Brook

Dental, PLC shall deliver or make available to Spivey Cosmetic Dentistry, PA the following:

all shares of authorized stock, issued or not issued; all documents and governmental reports

concerning employees; all documents concerning leases of real property and equipment;

all titles to tangible property; and other documents necessary to conduct business effectively

and accurately.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Due to the fact that Ben M. Spivey owned 100% of the stock and capital of the four merged

companies prior to merger, the rights to acquire the interests, shares,

obligations or other securities of each merged party are unchanged.

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ALLAHASSEE, FLORIDA

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(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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07 OCT -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDERS
OF
SPIVEY COSMETIC DENTISTRY, PA

A special meeting of the Shareholders of the above named Corporation was held on:

Date: September 27, 2007

Time: 2:00 PM

Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:

Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ ^{October 4, 2007}

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved: 

President

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07 OCT -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF
SPIVEY COSMETIC DENTISTRY, PA

do hereby waive notice of the time and place of the Special Meeting of Shareholders, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

Place: Spivey Cosmetic Dentistry, PA
Date: September 27, 2007
Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07



Shareholder

Shareholder

Shareholder

Shareholder

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
SPIVEY COSMETIC DENTISTRY, PA

A special meeting of the Board of Directors of the above named Corporation was held on:

Date: September 27, 2007

Time: 2:00 PM

Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:

Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ October 4, 2007

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved: 

President

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07 OCT -4 PM 2:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
SPIVEY COSMETIC DENTISTRY, PA

We, the undersigned, constituting all of the Board of Directors of the above named Corporation, do hereby waive notice of the time and place of the Special Meeting of Board of Directors, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

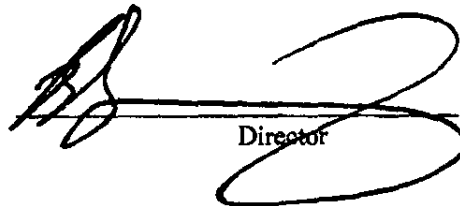
Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07


Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF
SPIVEY DENTAL OF OCALA, PA

We, the undersigned, constituting all of the Board of Directors of the above named Corporation, do hereby waive notice of the time and place of the Special Meeting of Shareholders, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

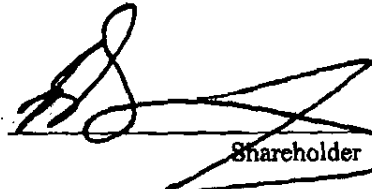
Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07



Shareholder

Shareholder

Shareholder

Shareholder

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TALLAHASSEE, FLORIDA

MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDERS
OF
SPIVEY DENTAL OF OCALA, PA

A special meeting of the Shareholders of the above named Corporation was held on the:

Date: September 27, 2007
Time: 2:00 PM
Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:
Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ ^{October 4, 2007}

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved:


President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
SPIVEY DENTAL OF OCALA, PA

A special meeting of the Board of Directors of the above named Corporation was held on the:

Date: September 27, 2007
Time: 2:00 PM
Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:

Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

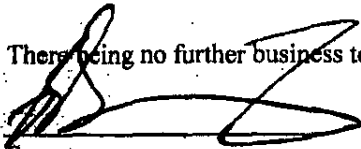
The Secretary presented and read a waiver of the time, place and purpose of the meeting;


Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ ^{October 4, 2007}

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved: 
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
SPIVEY DENTAL OF OCALA, PA

We, the undersigned, constituting all of the Board of Directors of the above named Corporation, do hereby waive notice of the time and place of the Special Meeting of Board of Directors, and of any adjournment or adjournments thereof, and consent that the meeting be held at:


Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07


Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF
SPIVEY DENTAL OF CALA HILLS, PA

We, the undersigned, constituting all of the Board of Directors of the above named Corporation, do hereby waive notice of the time and place of the Special Meeting of Shareholders, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07


Shareholder

Shareholder

Shareholder

Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDERS
OF
SPIVEY DENTAL OF CALA HILLS, PA

A special meeting of the Shareholders of the above named Corporation was held on the:

Date: September 27, 2007
Time: 2:00 PM
Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:
Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ October 4, 2007

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved:


President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
SPIVEY DENTAL OF CALA HILLS, PA

We, the undersigned, constituting all of the Board of Directors of the above named Corporation, do hereby waive notice of the time and place of the Special Meeting of Board of Directors, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07



Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
SPIVEY DENTAL OF CALA HILLS, PA

A special meeting of the Board of Directors of the above named Corporation was held on the:

Date: September 27, 2007
Time: 2:00 PM
Place: Spivey Cosmetic Dentistry, PA

The following Directors were present, constituting a quorum:
Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Chairperson of the Corporation. Ben M. Spivey, of the Corporation, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ ^{October 4, 2007}

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary


Approved:

President

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TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF SPECIAL MEETING OF MEMBERS
OF
HEATH BROOK DENTAL, PLC

We, the undersigned, constituting all of the Members of the above named Company, do hereby waive notice of the time and place of the Special Meeting of Members, and of any adjournment or adjournments thereof, and consent that the meeting be held at:

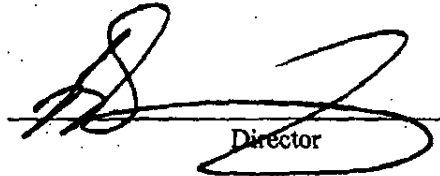
Place: Spivey Cosmetic Dentistry, PA

Date: September 27, 2007

Time: 2:00 PM

We do further agree and consent to the transaction of any business which may properly be brought before such meeting.

Dated: 9/27/07


Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MINUTES OF SPECIAL MEETING
OF THE MEMBERS
OF
HEATH BROOK DENTAL, PLC

A special meeting of the Members of the above named Company was held on:

Date: September 27, 2007
Time: 2:00 PM
Place: Spivey Cosmetic Dentistry, PA

The following Members were present, constituting a quorum:
Ben M. Spivey

The meeting was called to order by Ben M. Spivey, the Managing Member of the Company. Ben M. Spivey, of the Company, acted as Secretary of the meeting.

The Secretary presented and read a waiver of the time, place and purpose of the meeting;

Upon motion duly made and seconded, the following resolution was unanimously adopted:

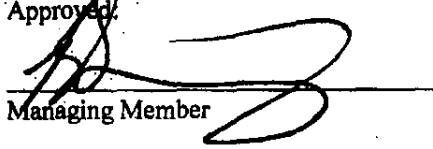
RESOLVED, that the Company elects, under the provisions of Florida Statute 607.1101 through 607.1109 to adopt and approve the articles of merger and to abide by the plan of merger.

RESOLVED, that effective date of the merger shall be ~~October 1, 2007~~ October 4, 2007

There being no further business to come before the meeting, upon motion duly made, seconded and


Secretary

Approved:


Managing Member

07 OCT -4 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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