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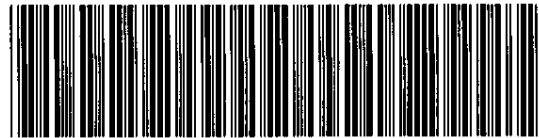
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merger

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2008 NOV 21 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/21/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CAPITAL PERIODONTAL ASSOCIATES, P.A.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JULIE SCHULZ
(Contact Person)

GUILDAY, TUCKER, SCHWARTZ & SIMPSON
(Firm/Company)

1983 CENTRE POINTE BLVD. #200
(Address)

TALLAHASSEE FL 32308
(City/State and Zip Code)

For further information concerning this matter, please call:

JULIE SCHULZ At (850) 224-7091
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF MERGER

2008 NOV 21 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, **Baldock Periodontal, P.A.**, a Florida professional service corporation (the **Merging Corporation**), and **Capital Periodontal Associates, P.A.**, a Florida professional service corporation (the **Surviving Corporation**), adopt the following Articles of Merger for the purposes of merging **Baldock Periodontal, P.A.** into **Capital Periodontal Associates, P.A.**, the latter of which is to survive the merger.

1. The name and jurisdiction of the Surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Capital Periodontal Associates, P.A.	Florida	P07000122458

2. The name and jurisdiction of the Merging Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Baldock Periodontal, P.A.	Florida	P08000086654

3. The attached Plan of Merger meets the requirements of Section 607.1105, F.S.

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

5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on September 22, 2008; and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on September 22, 2008; and shareholder approval was not required.

Baldock Periodontal, P.A.

By: 

William Tyler Baldock
President

Capital Periodontal Associates, P.A.

By: 

William Tyler Baldock
President

PLAN OF MERGER

(Non-subsidiaries)

The following PLAN OF MERGER (**Plan of Merger**), by and between **Baldock Periodontal, P.A.**, a Florida corporation (the **Merging Corporation**), and **Capital Periodontal Associates, P.A.**, a Florida corporation (the **Surviving Corporation**), was adopted and approved by each party to the merger in accordance with Section 607.1101, Florida Statutes, and is being submitted in accordance with Section 607.1105, F.S.

1. The name and jurisdiction of the **Surviving** Corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Capital Periodontal Associates, P.A.	Florida

2. The name and jurisdiction of the **Merging** Corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Baldock Periodontal, P.A.	Florida

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1105, F.S., and approval of this Plan of Merger by all of the Shareholders of each corporation that is a party to this merger as is authorized by Section 607.1103, F.S.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the **Effective Date**).

5. The separate existence and organization of Baldock Periodontal, P.A. shall cease upon the Effective Date, and thereafter Capital Periodontal Associates, P.A. shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of Capital Periodontal Associates, P.A. with all its purposes, powers, and objects shall continue unaffected and unimpaired by the merger; and the surviving corporation, Capital Periodontal Associates, P.A., shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of Baldock Periodontal, P.A.

7. Upon the Effective Date, the shares of common stock of both corporations shall be cancelled; and new shares of Capital Periodontal Associates, P.A. shall be issued to the shareholders based upon the relative value of the shares each shareholder held in both corporations immediately prior to the Effective Date.

8. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date.

CAPITAL PERIODONTAL ASSOCIATES, P.A.
CORPORATE RESOLUTION ADOPTING PLAN OF MERGER

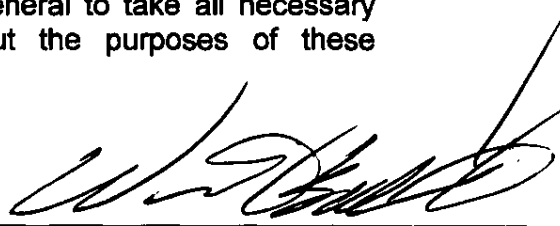
I, **WILLIAM TYLER BALDOCK**, do hereby certify that I am the duly elected and acting Secretary and sole shareholder of **CAPITAL PERIODONTAL ASSOCIATES, P.A.**, a Florida professional service corporation (the **Corporation**), and that the Board of Directors and shareholder of the Corporation adopted the following resolution on September 22, 2008:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation and its shareholders that this Corporation be merged with **Baldock Periodontal, P.A.**, and this Corporation shall be the surviving entity; and

FURTHER RESOLVED, that the terms and conditions of the Plan of Merger (the **Plan**) submitted to the Board of Directors are approved and adopted and that this Corporation merge pursuant to the terms of the Plan, a copy of which is attached as **Exhibit A** and incorporated herein by this reference; and

FURTHER RESOLVED, that the sole shareholder of this Corporation approved the Plan on September 22, 2008; and

FURTHER RESOLVED, that the officers of this Corporation are directed to prepare and execute Articles of Merger as required by the Florida Business Corporation Act and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.



WILLIAM TYLER BALDOCK
Secretary and Sole Shareholder