

PO8000100636

(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:

Office Use Only



100289200551

08/19/16--01023--017 **70.00

effective date 08/19/2016

FILED
16 AUG 19 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FL 32399

AUG 29 2016

D CUSHING

HOLBROOK, AKEL, COLD, RAY & REICHARD, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
THOMAS R. RAY
BETHANY RAY REICHARD
MUSA K. FARMAND

H. LEON HOLBROOK
(1926-2005)

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

August 17, 2016

Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

FILED
16 AUG 15 PM 5:04
TALLAHASSEE
FLORIDA

Re: Affiliated Veterinary Specialists-Jacksonville
Inc.
Affiliated Veterinary Specialists-Orange
Park, Inc.

Dear Sir:

Enclosed are original and one copy of Articles of Merger and Plan for the referenced corporations effective September 1, 2016. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

If you have any questions concerning the enclosed, please call me. Thank you very much for your cooperation.

Sincerely yours,



KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

ARTICLES OF MERGER

FILED
16 AUG 19 PM 5:04
TALLAHASSEE
SECRETARY OF STATE

ARTICLES OF MERGER dated the 12 day of July, 2016, among AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC., a Florida corporation, hereinafter called "Jacksonville," and AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC., a Florida corporation, hereinafter called "Orange Park."

Jacksonville is a corporation organized and existing under the laws of the State of Florida, with 10,000 shares of authorized common stock of \$1.00 value. Orange Park is a corporation organized under the laws of the State of Florida with 10,000 shares authorized common stock of \$1.00 value.

The Board of Directors of Jacksonville and Orange Park, respectively, deem it desirable and in the best interest of the corporations and their stockholders that Jacksonville be merged into Orange Park, and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

1. As soon as the stockholders of Jacksonville and Orange Park have approved this merger, Jacksonville shall be deemed to have merged with and into Orange Park, which shall survive the merger and which shall have the same name as

heretofore. The effective date of the merger shall be September 1, 2016.

2. The name of the surviving corporation shall be AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the original Articles of Incorporation of Orange Park.

3. On the effective date of the merger, the By-laws of Orange Park shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of Orange Park who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of Orange Park shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 10,000 shares of no par value stock. On the effective date of the merger, all of the shares of Jacksonville will be cancelled and retired, by virtue of the merger and without any action on the part of the holders thereof. Each holder of

certificates representing the shares of Orange Park outstanding immediately prior to the date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.



6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of Jacksonville, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 12 day of July, 2016.


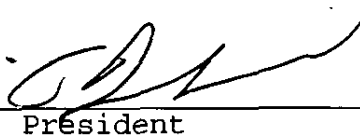
AFFILIATED VETERINARY SPECIALISTS-
JACKSONVILLE, INC.

Attest:


Secretary By 
President
(Corporate Seal)

AFFILIATED VETERINARY
SPECIALISTS-ORANGE PARK, INC.


Attest:


Secretary By 
President
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF Duval

I hereby certify that on this 12 day of July, 2016, before me, an officer duly authorized to take acknowledgements, personally appeared George B. Mackenzie, as President of AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC., (☒) personally known to me, or (☐) who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.




Notary Public, State of Florida
Print Name: Vicki Larson
My Commission Expires: 11-11-2018
Commission Number: 165052

STATE OF FLORIDA
COUNTY OF Duval

I hereby certify that on this 12 day of July, 2016, before me, an officer duly authorized to take acknowledgements, personally appeared George B. Mackenzie, as President of AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC., (X) personally known to me, or () who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Vicki Larson
Notary Public, State of Florida
Print Name: Vicki Larson
My Commission Expires: 11-11-2018
Commission Number: 165052

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that (s)he is the Secretary of AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC. and that the foregoing Articles of Merger of AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC. into AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. was unanimously approved by the owners of 100% of the issued and outstanding stock of Jacksonville at a Special Meeting of the Stockholders held at Orange Park, Florida on the 12 day of July, 2016, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12 day of July, 2016, as Secretary of AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC. at Orange Park, Florida.

Carlos L. Aragon Secretary

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that (s)he is the Secretary of AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. and that the foregoing Articles of Merger of AFFILIATED VETERINARY SPECIALISTS-JACKSONVILLE, INC. into AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. was unanimously approved by the owners of 100% of the issued and outstanding stock of AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. at a Special Meeting of the Stockholders held at Orange Park, Florida on the 12 day of July, 2016, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12 day of July, 2016, as Secretary of AFFILIATED VETERINARY SPECIALISTS-ORANGE PARK, INC. at Orange Park, Florida.


Carlos L. Aragon, Secretary

FILED
16 AUG 19 PM 5:04
SECRETARY OF STATE
ALABAMA

PLAN OF MERGER OF
AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. INTO
AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC.

FILED
16 AUG 19 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC., by consent as evidenced by their signatures hereafter, adopt the following plan of merger and recommend the plan of merger to the Shareholders of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC.

1. AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. shall merge into AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC., who shall be the surviving corporation.

2. As soon as the Shareholders of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. and AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. have approved the merger, AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. shall be merged into AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC., effective on the date the Articles of Merger are filed with the Florida Secretary of State.

3. On the effective date of the merger, all of the shares of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. will be cancelled and retired, by virtue of the merger and without any action on the part of the holders thereof. Each holder of certificates representing the shares of AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. outstanding immediately prior to the date of the merger will hold the same number of shares, with

identical designations, preferences, limitations and relative rights, immediately after the merger.

4. The name of the surviving corporation shall be AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. On the effective date of the merger, the property, rights, privileges and franchises, of whatsoever nature and description of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC., including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same as if such debts, liabilities and duties had been incurred or contracted by the surviving corporation.

5. The surviving corporation shall pay all expenses of the merger.

Dated this 12 day of July, 2016.



GEORGE B. MACKENZIE, Director



CARLOS L. ARAGON, Director

PLAN OF MERGER OF
AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. INTO
AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC.

The Board of Directors of AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC., by consent as evidenced by their signatures hereafter, adopt the following plan of merger and recommend the plan of merger to the Shareholders of AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC.

1. AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. shall merge into AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC., who shall be the surviving corporation.

2. As soon as the Shareholders of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. and AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. have approved the merger, AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. shall be merged into AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC., effective on the date the Articles of Merger are filed with the Florida Secretary of State.

3. On the effective date of the merger, all of the shares of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC. will be cancelled and retired, by virtue of the merger and without any action on the part of the holders thereof. Each holder of certificates representing the shares of AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. outstanding immediately prior to the date of the merger will hold the same number of shares, with

identical designations, preferences, limitations and relative rights, immediately after the merger.

4. The name of the surviving corporation shall be AFFILIATED VETERINARY SERVICES-ORANGE PARK, INC. On the effective date of the merger, the property, rights, privileges and franchises, of whatsoever nature and description of AFFILIATED VETERINARY SERVICES-JACKSONVILLE, INC., including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same as if such debts, liabilities and duties had been incurred or contracted by the surviving corporation.

5. The surviving corporation shall pay all expenses of the merger.

Dated this 12 day of July, 2016.



GEORGE B. MACKENZIE, Director



CARLOS L. ARAGON, Director