

P10000028764

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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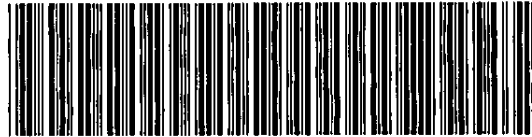
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

10-30-16

JUL 1 2016

C LEWIS

Date: 06/30/2016

Account #: I20000000088

Name: Darian Shump

Reference #: T004474

ENTITY NAME: RADIOLOGY CONSULTANTS OF FLORIDA, P.A.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other: CERTIFIED COPY

PLEASE FILE

TH1120

Authorized Amount: 100.00

Signature: 

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200

E-Mail: info@nationalcorp.com Website: www.nationalcorp.com

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ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Professional Service Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, and Section 605.1025 of the Florida Revised Limited Liability Company Act and the provisions of the Florida Business Corporation Act.

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Radiology Consultants of Florida, P.A. 100 South Ashley Drive, Suite 1500 Tampa, Florida 33602 Florida Document/Registration Number: P10000028764	Florida	Professional Corporation

SECOND: THE MERGING PARTY

EFFECTIVE DATE
12-30-16

The exact name, jurisdiction, and entity type for the merging company (the "Merging Company") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pasco Imaging Consultants, PL 100 South Ashley Drive, Suite 1500 Tampa, Florida 33602 Florida Document Registration number: L07000016589	Florida	Professional Limited Liability Company

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on June 30, 2016. At the effective time of the merger, the Merging Company shall be merged with and into the Surviving Corporation.

FIFTH: In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the sole member of the Merging Company on June 30, 2016.

SIXTH: In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the board of directors and the shareholders of the Surviving Corporation on June 30, 2016.

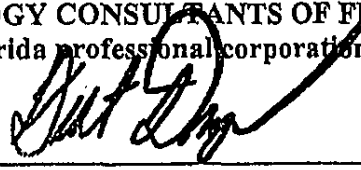
SEVENTH: The Surviving Corporation has agreed to pay any members of the Merging Company with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061 - 605.1072, Florida Statutes.

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Company have executed these Articles of Merger as of June 30, 2016.

SURVIVING CORPORATION:

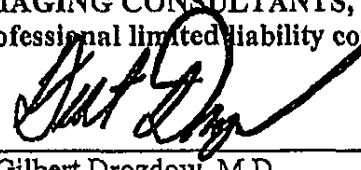
RADIOLOGY CONSULTANTS OF FLORIDA,
P.A., a Florida professional corporation

By: 

Name: Gilbert Drozdow, M.D.
Title: President

MERGING COMPANY:

PASCO IMAGING CONSULTANTS, PL, a
Florida professional limited liability company

By: 

Name: Gilbert Drozdow, M.D.
Title: President

2016 JUN 30 AM 10: 50

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 30th day of June, 2016, by the parties hereto. The Plan relates to the proposed merger (the "Merger") of the Merging Company (defined below), with and into the Surviving Corporation (defined below).

FIRST: The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Radiology Consultants of Florida, P.A.	Florida

SECOND: The exact name and jurisdiction of the merging company (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Pasco Imaging Consultants, PL	Florida

THIRD: THE MERGER

1. Merger. Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective on June 30, 2016 (the "Effective Time"). At the Effective Time of the Merger, the corporate or limited liability company existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the applicable provisions of the Florida Business Corporation Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLCA"). Following the Effective Time of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature of the Merging Company, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Company shall be the property and interest of the Surviving Corporation to the same extent as owned by the Merging Company, and (iv) all debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. Articles of Incorporation. After the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. Directors. At the Effective Time, the directors of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain the directors of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Manner and Basis of Converting Equity Securities.

(i) At the Effective Time, the outstanding equity securities of the Merging Company and the Surviving Corporation shall be converted as follows:

(a) All of the membership interests of the Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be automatically cancelled and retired and shall cease to exist, and no shares of common stock of the Surviving Corporation or other property will be issued in exchange therefor; and

(b) All shares of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the Sole Member of the Merging Company and by the Board of Directors and the Sole Shareholder of the Surviving Corporation, by written consent each dated June 30, 2016.

FIFTH: GOVERNING LAW

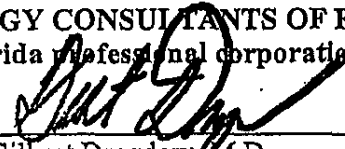
This Plan shall be construed in accordance with Florida law.

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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of the date and year first above written.

SURVIVING CORPORATION:

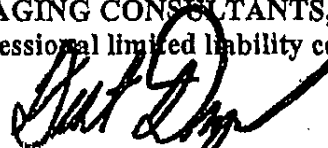
RADIOLOGY CONSULTANTS OF FLORIDA,
P.A., a Florida professional corporation

By: 

Name: Gilbert Drozdow, M.D.
Title: President

MERGING COMPANY:

PASCO IMAGING CONSULTANTS, PL, a
Florida professional limited liability company

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