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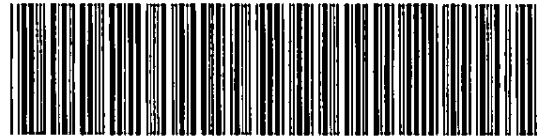
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SECRET

C. GOLDEN

APR 11 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EMERALD COAST DENTAL SLEEP MEDICINE, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

TARA GRIFFIN

Contact Person

EMERALD COAST DENTAL SLEEP MEDICINE, INC.

Firm/Company

902 THOMAS DRIVE

Address

PANAMA CITY BEACH, FLORIDA 32408

City, State and Zip Code

taragriffindmd@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cathi Ford

at (850) 215-4254

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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



LES W. BURKE*
ROB BLUE, JR.
EDWARD A. HUTCHISON, JR.
DOUGLAS L. SMITH -
NEVIN J. ZIMMERMAN
MICHAEL S. BURKE
WILLIAM S. HENRY*
JOY MARLER MASTERS**
GRAHAM CLARKE* *** ♦
CLARK T. ROGERS
ERIC A. KREBN***
NATALIE A. MCSWANE
WILLIAM C. HENRY***
SANDRA A. WILSON*

*OF COUNSEL
**ALSO ADMITTED IN GEORGIA
***ALSO ADMITTED IN NEW YORK
***ALSO ADMITTED IN TEXAS
+CERTIFIED CIRCUIT COURT MEDIATOR
++L. L. MIN TAXATION
+++CERTIFIED FAMILY MEDIATOR
♦ BOARD CERTIFIED MARITAL & FAMILY
LAW ATTORNEY

March 27, 2019

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger Document for Emerald Coast Dental Sleep Medicine, Inc.; Our File No. T599-32452

Dear Division of Corporations,

Please find attached a Plan of Merger and Articles of Merger for Temporary Emerald Coast Dental Sleep Medicine, Inc. (Document No. P19000019983) and Emerald Coast Dental Sleep Medicine, Inc. (Document No. P11000100060) (the surviving party). Also enclosed is our Firm's check in the amount of \$70 to cover the filing fees. Thank you for your assistance with this matter.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

BURKE BLUE, P.A.

Catherine M. Ford, Legal Assistant to
Edward A. Hutchison, Jr.

/cmf
Enclosures

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PLAN OF MERGER AND
ARTICLES OF MERGER OF
TEMPORARY EMERALD COAST DENTAL SLEEP

MEDICINE, INC., a Florida corporation

and

EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation

into

EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation

THIS Plan of Merger and Articles of Merger is made and entered into this 26th day of March, 2019, with an effective date of March 25, 2019, by and between TEMPORARY EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation ("TEMPORARY DENTAL SLEEP"), EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation ("DENTAL SLEEP"), and TARA GRIFFIN ("SHAREHOLDER").

RECITALS:

A. TEMPORARY DENTAL SLEEP is a wholly owned subsidiary of EMERALD COAST DENTAL SPA, INC., a Florida corporation ("DENTAL SPA").

B. DENTAL SLEEP is a Florida entity owning assets in Bay County, Florida and is owned solely by the SHAREHOLDER.

C. Pursuant to these Articles of Merger, TEMPORARY DENTAL SLEEP shall be merged into DENTAL SLEEP. The SHAREHOLDER shall exchange her shares of stock in DENTAL SLEEP for shares of stock in the parent corporation of TEMPORARY DENTAL SLEEP.

D. The merger of TEMPORARY DENTAL SLEEP and DENTAL SLEEP shall be a statutory merger and a tax free reorganization as set forth under IRC Section 368 (a)(1)(A).

NOW, THEREFORE, in consideration of the mutual covenants and conditions set forth herein including the recitals set forth above, TEMPORARY DENTAL SLEEP and DENTAL SLEEP together with the SHAREHOLDER enter into these Articles of Merger and agree as follows:

1. Recitals. The above recitals are all true and correct and incorporated herein.

2. Names of Constituent Corporations. The name of each Constituent Corporation is TEMPORARY EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation and EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation. The name of the Surviving Corporation shall be EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation and subsequent to the merger its name shall remain EMERALD COAST DENTAL SLEEP MEDICINE, INC., a Florida corporation.

3. Shares of Constituent Corporations. As to each Constituent Corporation, the designation and number of outstanding shares of common stock and the voting rights are:

(a) TEMPORARY DENTAL SLEEP has outstanding 1,000 shares of voting common stock. The sole shareholder of TEMPORARY DENTAL SLEEP is its parent corporation, DENTAL SPA.

(b) DENTAL SLEEP has outstanding 1,000 shares of voting common stock owned solely by the SHAREHOLDER.

(c) The parent corporation of TEMPORARY DENTAL SLEEP has outstanding 100 shares of voting common stock owned solely by the SHAREHOLDER.

(d) The number of shares set forth above is not subject to change prior to the effective date of the merger.

(e) At the effective date of the merger, the SHAREHOLDER shall exchange her shares of DENTAL SLEEP for shares in the parent corporation, DENTAL SPA.

(f) After the effective date of the merger, the SHAREHOLDER shall continue to be the sole SHAREHOLDER of DENTAL SPA with additional shares issued to her and DENTAL SLEEP shall be a wholly owned subsidiary of DENTAL SPA.

4. Terms and Conditions of Proposed Merger. The terms and the conditions of the proposed merger are as follows:

(a) The By-Laws of the Surviving Corporation, as it exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

(b) The first annual meeting of the SHAREHOLDER of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of DENTAL SLEEP, one of the Constituent Corporations.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and maybe called or may be convened in the manner provided in the By-Laws of DENTAL SLEEP, one of the Constituent Corporations, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

(d) All persons who shall be officers of DENTAL SLEEP, one of the Constituent Corporations, on the effective date of the merger shall be and remain in same respective officers of

the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect or appoint her successors.

(e) When the merger shall become effective, the separate existence of TEMPORARY DENTAL SLEEP shall cease and said corporation shall be merged in accordance with the provisions of this plan into DENTAL SLEEP which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Constituent Corporations, including, without limitation, the name, trademarks, trade names of each Constituent Corporation, shall vest in each Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

5. Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Parent Corporation of the Surviving Corporation. The manner and basis of converting shares of the Constituent Corporation into shares of the parent of the Surviving Corporation shall be as follows:

(a) All of the outstanding common shares of TEMPORARY DENTAL SLEEP outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 1,000 common shares of the Surviving Corporation, and the holder of the common shares of TEMPORARY DENTAL SLEEP shall thereafter be entitled, upon presentation for surrender to DENTAL SLEEP or its agent, of the certificate or certificates representing the shares of fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange. The SHAREHOLDER shall surrender her shares of DENTAL SLEEP for 100 shares of the common stock of DENTAL SPA, the parent of TEMPORARY DENTAL SLEEP.

(b) Any shares of any class of TEMPORARY DENTAL SLEEP held in its treasury on the effective date of the merger will be canceled.

(c) All of the outstanding common shares of TEMPORARY DENTAL SLEEP

outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 1,000 common shares of the Surviving Corporation, and each holder of the common shares of DENTAL SLEEP shall thereafter be entitled, upon presentation for surrender to DENTAL SLEEP or its agent, of the certificate of certificates representing such shares, to receive an exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the parent of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

6. Miscellaneous Provisions.

a. This plan shall be submitted to the respective SHAREHOLDER of the Constituent Corporations as provided for by law for the adoption thereof by the requisite votes of the SHAREHOLDER of each of the Constituent Corporations as provided by law, all in accordance with Chapter 607 of the Florida Statutes.

b. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of the majority of the Board of Directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though the provisions previously adopted by the SHAREHOLDER of the Constituent Corporations as herein before provided. The filing of the Articles of Merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Directors of either Constituent Corporation.

c. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

d. It is intended that this Plan of Merger qualify as a corporate reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

e. The effective date of this plan shall be March 25, 2019.

7. Articles of Incorporation of Surviving Corporation.

a. The Articles of Incorporation of the Surviving Corporation shall not contain any amendments or changes.

b. The foregoing plan has been duly approved by the respective Boards of Directors of each Constituent Corporation on the following dates:

Name of Corporation

Dates of Approval

EMERALD COAST DENTAL SLEEP
MEDICINE, INC.

March 25, 2019

TEMPORARY EMERALD COAST
DENTAL SLEEP MEDICINE, INC.

March 25, 2019

c. The SHAREHOLDER of TEMPORARY DENTAL SLEEP approved the Plan of Merger on March 25, 2019, and the SHAREHOLDER of DENTAL SLEEP approved the Plan of Merger on March 25, 2019.

d. The number of outstanding shares of stock of TEMPORARY DENTAL SLEEP entitled to vote is 1,000 shares; and the outstanding shares of stock of DENTAL SLEEP entitled to vote is 1,000 shares of stock.

e. As to TEMPORARY DENTAL SLEEP 1,000 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting; and as to DENTAL SLEEP 1,000 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting.

IN WITNESS WHEREOF, these Articles of Merger are adopted and entered into this 25th day of March, 2019 with an effective date of March 25, 2019.

Witness

Witness

Witness

Witness

EMERALD COAST DENTAL SLEEP
MEDICINE, INC., a Florida Corporation

Tara Griffin, President

TEMPORARY EMERALD COAST
DENTAL SLEEP MEDICINE, INC., a Florida
Corporation

Tara Griffin, President