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merger

JAN 16 2013
T. LEWIS

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¹Board Certified Elder Law Attorney

December 20, 2012

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

To whom it may concern:

Enclosed for filing is an original Articles of Merger as well as this firm's check number 2431 in the amount of \$70.00.

Thank you for your assistance. Please contact me should you have any questions or require additional information/documentation.

Sincerely,



H. Adam Airth, Jr.

HAA/sbb
Enclosures

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Florida Statutes Section 607.1105 and North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable:

1. The name, jurisdiction, and street and mailing address of the surviving corporation are:

DAVID A. BETTS, CRNA, PA, a Florida corporation
(Florida Document # P12000101805)
5809 Lake Victoria Drive
Lakeland, Florida 33813

2. The name, jurisdiction and street and mailing address of the merging corporation are:

DAVID A. BETTS, CRNA, PA, a North Carolina corporation
(North Carolina # C200812101484)
408 Sky Sail Boulevard
New Bern, North Carolina 28560

3. The surviving corporation is filing an Application for Certificate of Authority - Foreign Professional Corporation in the State of North Carolina

4. The Plan of Merger is attached hereto.

5. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the surviving corporation on December 14, 2012.

6. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the merging corporation on December 14, 2012.

7. The merger shall become effective on the date these Articles of Merger are filed.

Surviving Corporation:
DAVID A. BETTS, CRNA, PA,
a Florida corporation

Merging Corporation
DAVID A. BETTS, CRNA, PA,
a North Carolina corporation

By: 
David A. Betts, its President

By: 
David A. Betts, its President

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PLAN OF MERGER

The following is a Plan of Merger dated this 14th day of December, 2012, by and between DAVID A. BETTS, CRNA, PA, a Florida corporation (the "Surviving Corporation") and DAVID A. BETTS, CRNA, PA, a North Carolina corporation (the "Merging Corporation").

1. **Merger.** Effective as of the date the Articles of Merger are filed, the Merging Corporation shall be merged with and into the Surviving Corporation. Upon the merger, the separate existence of the Merging Corporation shall cease. The corporate existence of the Surviving Corporation shall continue under the name **DAVID A. BETTS, CRNA, PA** and the Surviving Corporation shall be a Florida corporation. The title to all real estate and tangible and intangible personal property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment and without further act or deed (except as may be required by governing law). The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

2. **Approval of Merger.** This Plan of Merger has been recommended to the shareholders of the Surviving Corporation by the Board of Directors of the Surviving Corporation and duly approved and adopted by all of the shareholders of the Surviving Corporation. This Plan of Merger has been recommended to the shareholders of the Merging Corporation by the Board of Directors of the Merging Corporation and duly approved and adopted by all of the shareholders of the Merging Corporation.

3. **Conversion of Interests.** The Surviving Corporation was recently formed solely to merge with the Merging Corporation for the purpose of converting the Merging Corporation into a Florida corporation. Currently, the ownership of all interests, shares, obligations or other securities ("Ownership Interests") in and to the Merging Corporation is identical to the Ownership Interests in and to the Surviving Corporation. All of the Ownership Interests in and to the Merging Corporation shall be converted into and shall become Ownership Interests in and to the Surviving Corporation. Because the ownership of each of the Merging Corporation and Surviving Corporation is identical pre-merger, no additional Ownership Interests in the Surviving Corporation shall be issued as a result of this merger.

4. **Corporate Incidents.**

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as currently in effect, shall be the Articles of Incorporation of the Surviving Corporation following the consummation of this merger.

(b) **Bylaws.** The Bylaws of the Surviving Corporation, as currently in effect, shall be the Bylaws of the Surviving Corporation following the consummation of this merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the persons who are members of the Board of Directors of the Merging Corporation immediately prior to the consummation of this merger. The members of the Board of Directors shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation immediately prior to the consummation of this merger shall continue in such offices following the merger.

(d) Federal Tax Identification Number and Federal Tax Elections. The Surviving Corporation will use the Merging Corporation's federal taxpayer identification number and remain subject to all federal tax elections made by the Merging Corporation.

5. Filing. As soon as is practicable following the adoption of this Plan of Merger, the appropriate executive officer of the Surviving Corporation and Merging Corporation shall execute the Articles of Merger and file, or cause to be filed, the Articles of Merger and this Plan of Merger with the appropriate offices of the Florida Department of State, the Kentucky Secretary of State and such other state or local governmental agencies as may be necessary or appropriate.