

P13000086974

(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:

Plan of merger

Office Use Only



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03/06/17--01039--008 **78.75

FILED
17 MAR 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 20 2017

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Developing and Preserving Together, Inc. (ADAPT, Inc)

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Marleen Eddlemon

Contact Person

Americans Developing and Preserving Together, Inc.

Firm/Company

2227 West Main Street, Suite 3

Address

Jacksonville AR 72076

City/State and Zip Code

marleen.eddlemon@gmail.com

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

For further information concerning this matter, please call:

Marleen Eddlemon

At (501) 985-9944

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

FILED
MAR 20 PM 2:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2017

MARLEEN EDDLEMON
AMERICANS DEVELOPING AND PRESERVING TOG
2227 WEST MAIN STREET, SUITE 3
JACKSONVILLE, AR 72076

SUBJECT: AMERICANS DEVELOPING AND PRESERVING TOGETHER, INC.
Ref. Number: P13000086974

We have received your document for AMERICANS DEVELOPING AND PRESERVING TOGETHER, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 617A00004558

RECEIVED
17 MAR 20 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Americans Developing and Preserving Together	Florida	P13000086974

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Doctors Testing Center LLC II	Arkansas	100214978

Third: The Plan of Merger is attached.

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

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 31, 2016 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 31, 2016 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
OCT 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ADAPT, Inc.

[Signature]

Ron Davis

ADAPT, Inc.

Harleen Edlens

Marleen Eddlemon

Doctors Testing Center, LLC II

File 12

Ron Davis

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

ADAPT, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Doctors Testing Center, LLC II

Arkansas

Third: The terms and conditions of the merger are as follows:

All Assets, debts, inventory, equipment, stock and retained earnings of DTC, LLC II will be assumed by ADAPT, Inc. Note to ADAPT, Inc., (163,405.85) will be assumed by the partners of DTC LLC II.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

There are not changes to the articles of incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

DTC, LLC II
Balance Sheet
December 31, 2016

ASSETS

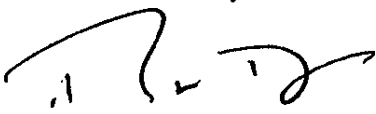
Current Assets		
Arvest Bank	\$	340.87
Inventory		<u>2,309.32</u>
Total Current Assets		2,650.19
Property and Equipment		
Equipment		<u>50.35</u>
Total Property and Equipment		50.35
Other Assets		
Investment - ADAPT, Inc. FL		<u>176.40</u>
Total Other Assets		<u>176.40</u>
Total Assets	\$	<u><u>2,876.94</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Total Current Liabilities		0.00
Long-Term Liabilities		
Note - ADAPT, Inc. FL	\$	<u>163,405.85</u>
Total Long-Term Liabilities		<u>163,405.85</u>
Total Liabilities		163,405.85
Capital		
"A" Units		490.00
"B" Units		48,966.71
Retained Earnings		(209,832.62)
Net Income		<u>(153.00)</u>
Total Capital		<u>(160,528.91)</u>
Total Liabilities & Capital	\$	<u><u>2,876.94</u></u>

ARTICLES OF MERGER

1. Name and jurisdiction of each entity:
American Developing and Preserving Together, Inc. (ADAPT, Inc.)
2227 West Main Street, Suite 3
Jacksonville, AR 72076
Jurisdiction: FLORIDA
and
Doctors Testing Center, LLC II
2227 West Main Street, Suite 3
Jacksonville, AR 72076
Jurisdiction - ARKANSAS
2. Agreement of merger has been approved and executed by each entity as follows:
American Developing and Preserving Together, Inc. (ADAPT, Inc.) members and Board of Directors met on 12/30/16 and approved the merger.
Doctors Testing Center, LLC II members and Board of Directors met on 12/30/16 and approved the merger
3. The name of the surviving or resulting entity shall be:
American Developing and Preserving Together, Inc. (ADAPT, Inc.)
4. Effective date of the merger:
1/1/2017
5. The agreement of merger is on file at the place of business of American Developing and Preserving Together, Inc. (ADAPT, Inc.) and the address of that place of business is:
2227 West Main Street, Suite 3
Jacksonville, AR 72076
6. A copy of the agreement of merger will be furnished, upon request and without cost, to any person holding an interest in any business entity involved in the merger, and if the resulting entity is not a business organized under the laws of this state, a statement that such resulting business entity agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any business entity party to the merger that was organized under the laws of this state, as well as for enforcement of any obligation of the resulting business entity arising from the merger, and appoints the Secretary of State as its agent for service for service of process in any such proceeding, and the surviving business entity or the new business entity shall specify the address to which a copy shall be mailed to it by the Secretary of State. If applicable, that address is:
Executed this 30th day of December, 2016 at Jacksonville, Arkansas




Ron Davis
ADAPT, Inc.



Ron Davis
Doctors Testing Center, LLC II

State of Arkansas, County of Pulaski

Subscribed and sworn before me, Marleen Eddlemon, a Notary Public within and for the State and County aforementioned, on this 30th day of December, 2016.


Marleen Eddlemon, Notary