

P14000044363

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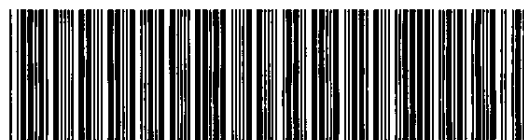
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JUN 19 11 14 AM '14
CLERK OF COURT

Merger
@ 6.18.14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Denali Medical Management Solutions 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:

Kenneth S. Gluckman, Esquire

Contact Person

General Counsel Advisors, P.A.

Firm/Company

1065 W. Morse Boulevard, Suite 101

Address

Winter Park, FL 32789

City/State and Zip Code

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

For further information concerning this matter, please call:

Kenneth S. Gluckman, Esquire

Name of Contact Person

At (407)

956-1000

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2014

KENNETH S. GLUCKMAN, ESQ.
GENERAL COUNSEL ADVISORS, P.A.
1065 W. MORSE BLVD - STE. 101
WINTER PARK, FL 32789

SUBJECT: DENALI MEDICAL MANAGEMENT SOLUTIONS INC.
Ref. Number: P14000044363

We have received your document for DENALI MEDICAL MANAGEMENT SOLUTIONS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger are filed pursuant to section 607.1105, Florida Statutes, please see the enclosed form.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 714A00012501

FILED
SECRETARY OF STATE
14 JUN 18 PM 4:21

ARTICLES OF MERGER

OF

DENALI MEDICAL MANAGEMENT SOLUTIONS INC.,
an Oklahoma corporation

INTO

DENALI MEDICAL MANAGEMENT SOLUTIONS INC.,
a Florida corporation

Pursuant to the provisions of §607.1101 of the Florida Business Corporation Act (the "FBCA"), Denali Medical Management Solutions Inc., an Oklahoma corporation ("Denali Oklahoma"), and Denali Medical Management Solutions Inc., a Florida corporation ("Denali Florida"), approve and submit the following Articles of Merger to effectuate a merger of Denali Oklahoma with and into Denali Florida (the "Merger"):

FIRST: The forwarding address for Denali Oklahoma following the Merger is: 11705 S Penrose, Olathe, KS 66061.

SECOND: The plan of merger for the Merger (the "Plan of Merger") is attached to these Articles of Merger.

THIRD: The Plan of Merger was approved by written consent of the Board of Directors and shareholder(s) of Denali Oklahoma, dated as of May 22, 2014, and by written consent of the Board of Directors and shareholder(s) of Denali Florida, dated as of May 22, 2014.

FOURTH: The executed Plan of Merger is on file at the principal place of business of Denali Oklahoma and Denali Florida and will be furnished by Denali Oklahoma or Denali Florida, on request and without cost, to any shareholder of either Denali Oklahoma or Denali Florida.

FIFTH: The Merger shall be effective as of the date these Articles of Merger are filed with the Florida Department of State.

Each of Denali Florida and Denali Oklahoma have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of May 22, 2014.

Denali Medical Management
Solutions Inc., a Florida corporation

By: Anthony M. Herrera
Name: Anthony M. Herrera
Title: President

Denali Medical Management
Solutions Inc., an Oklahoma corporation

By: Anthony M. Herrera
Name: Anthony M. Herrera
Title: President

AGREEMENT AND PLAN OF MERGER

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act (the "FBCA"), Denali Medical Management Solutions Inc., an Oklahoma corporation ("Denali Oklahoma"), and Denali Medical Management Solutions Inc., a Florida corporation ("Denali Florida"), approve and submit the following Agreement and Plan of Merger (this "Plan") to effectuate a merger of Denali Oklahoma with and into Denali Florida (the "Merger"):

WHEREAS, Denali Oklahoma and Denali Florida desire to effect the Merger of Denali Oklahoma with and into Denali Florida;

WHEREAS, the Board of Directors and shareholder of Denali Oklahoma and Denali Florida have or will each approve the Merger upon the terms and subject to the conditions set forth herein and deem it advisable and in the best interests of their respective owners that the Merger be consummated;

WHEREAS, following the Merger, Denali Florida will be the surviving entity and all of the capital stock of Denali Oklahoma shall be cancelled, null and void; and

WHEREAS, there are no shareholders of Denali Oklahoma who are entitled to appraisal rights.

For consideration, the receipt and sufficiency is hereby acknowledged, Denali Florida and Denali Oklahoma agree as follows:

1. The above recitals are incorporated into this Plan and acknowledged as being true.
2. Denali Oklahoma and Denali Florida agree to Merge, and that Denali Florida will be the surviving entity.
3. The Merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan to be signed as of May 22, 2014.

Denali Medical Management
Solutions Inc., a Florida corporation

By: Anthony M. Herrera
Name: Anthony M. Herrera
Title: Shareholder/President

Denali Medical Management
Solutions Inc., an Oklahoma corporation

By: Anthony M. Herrera
Name: Anthony M. Herrera
Title: Shareholder/President