

P15000063539

(Requestor's Name)

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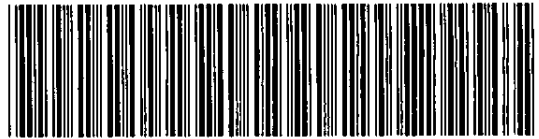
(Business Entity Name)

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15 OCT -1 AM 10:49  
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15 OCT -1 AM 8:51  
SUFFOLK COUNTY CLERK

merger

OCT 02 2015

R. WHITE

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 812086 4369782

AUTHORIZATION

COST LIMIT : \$ 105.00

ORDER DATE : September 30, 2015

ORDER TIME : 4:03 PM

ORDER NO. : 812086-015

CUSTOMER NO: 4369782

ARTICLES OF MERGER

MEDICAL PHYSICIANS, LTD.

INTO

MEDICAL PHYSICIANS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX GOOD STANDING

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Medical Physicians, Inc. , a Florida corporation

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Christine Shumaker, Paralegal

\_\_\_\_\_  
Contact Person

Herzog Crebs LLP

\_\_\_\_\_  
Firm/Company

100 North Broadway 14th Fl.

\_\_\_\_\_  
Address

St. Louis, MO 63102

\_\_\_\_\_  
City/State and Zip Code

crs@herzogcrebs.copm

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

For further information concerning this matter, please call:

Christine Shumaker, Paralegal

\_\_\_\_\_  
Name of Contact Person

At ( 314 ) 231-6700

\_\_\_\_\_  
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

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
15 OCT -1 AM 8:51

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)
Medical Physicians, Inc.	Florida	P15000063539

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Medical Physicians, LTD	Missouri	01320732

**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  
October 1, 2015 \_\_\_\_\_ 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  
October 1, 2015 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Medical Physicians, LTD**

Waller

William K. Kapp, III, President

**Medical Physicians, Inc.**

Willing

William K. Kapp, III, President

## **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

Medical Physicians, Inc.

Florida

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

Name

Jurisdiction

Medical Physicians, LTD

Missouri

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

See attached Agreement and Plan of Merger

**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:

N/A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of the 1st day of October, 2015, by and among MEDICAL PHYSICIANS, INC., a corporation formed and existing under the laws of the State of Florida, having an office at 3255 Independence St., Cape Girardeau, MO 63701 (the "Surviving Corporation"), and MEDICAL PHYSICIANS, LTD, a corporation existing under the laws of the State of Missouri having an office at 3255 Independence St., Cape Girardeau, MO 63701 (the "Merging Corporation").

**WHEREAS**, the authorized capital stock of the Merging Corporation consists of 30,000 shares of common stock, One dollars (\$1.00) par value, of which 1000 shares were issued and outstanding as of the date hereof;

**WHEREAS**, the authorized capital stock of the Surviving Corporation consists of 1,000 shares of common stock, One dollars (\$1.00.) par value, of which 1000 shares were issued and outstanding as of the date hereof;

**WHEREAS**, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have deemed it advisable and to the advantage of the corporations that the Surviving Corporation merge into the Merging Corporation upon the terms and conditions herein provided;

**WHEREAS**, the Merging Corporation and the Surviving Corporation intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

**WHEREAS**, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have approved this Agreement and Plan of Merger and have directed that this Agreement and Plan of Merger be submitted to a vote of the shareholders of said corporations, respectively.

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, the Merging Corporation and the Surviving Corporation hereby agree to merge in accordance with the following plan:

1. **Merger.** The Surviving Corporation shall be merged with the Merging Corporation, and the Surviving Corporation shall survive the merger, all as, and with the effect, provided by the General and Business Corporation Laws of Missouri, the Florida Business Corporation



Act and this Agreement. As soon as practicable after the shareholders of each of said corporations shall approve this Agreement and Plan of Merger, an appropriate Articles of Merger shall be signed, verified and delivered for filing with the Florida Department of State and the appropriate Notice of Merger shall be signed and delivered for filing with the Missouri Secretary of State. This Agreement shall become effective for purposes of all applicable laws at 5:00 p.m. on the date that the Articles of Merger is filed with the Florida Secretary of State (hereinafter referred to as the "Effective Time").

2. **Directors and Officers and Governing Documents.** The directors and officers of the Surviving Corporation shall be the same upon the Effective Date as they are for the Surviving Corporation immediately prior thereto. The Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of the Surviving Corporation as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The by-laws of the Surviving Corporation, as in effect at the Effective Date, shall continue to be the by-laws of the Surviving Corporation as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. **Rights and Liabilities of Surviving Corporation.** At and after the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the Merging Corporation; any and all property, real, personal and mixed, and any and all debts due the Merging Corporation on whatever account, and all other choses in action, and all and every other interest of the Merging Corporation shall be taken and transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not prevent or be in any way impaired by reason of the merger.

4. **Further Assurances.** From time to time, as and when required by the Surviving Corporation, there shall be executed and delivered on behalf of the Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of powers, franchises and authority of the Merging Corporation and otherwise to carry out the purposes of

this Agreement and Plan of Merger, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of the Merging Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. **Stock of the Surviving Corporation.** Upon the Effective Date, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, (i) each share of the issued and outstanding Common Stock of the Merging Corporation held as of record by the Merging Corporation immediately prior thereto shall be changed and converted into one share of Common Stock of the Surviving Corporation.

6. **Unissued Stock of the Merging Corporation.** Upon the Effective Date, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each unissued share of Common Stock of the Merging Corporation on the books of the Merging Corporation immediately prior thereto shall be cancelled.

7. **Stock Certificates.** At and after the Effective Date, each certificate representing shares of Common Stock of the Merging Corporation shall be exchanged for certificates representing an equal number of shares of Common Stock of the Surviving Corporation. Promptly upon such exchange, the Merging Corporation shall cause to be cancelled and retired each such certificate representing shares of Common Stock of the Merging Corporation issued pursuant to the immediately preceding sentence. Until so exchanged, cancelled and retired, each such certificate, upon and after the Effective Date, shall be deemed for all purposes, other than the payment of dividends or other distributions, if any, to shareholders, to represent the number of shares of Common Stock of the Surviving Corporation represented thereby.

8. **Employee Benefit Plans.** As of the Effective Date, the Surviving Corporation shall assume all obligations of the Merging Corporation under any and all employee benefit plans in effect as of such time or with respect to which employee rights or accrued benefits are outstanding as of such time.

9. **Book Entries.** As of the Effective Date, entries shall be made upon the books of the Surviving Corporation in respect of this Agreement and Plan of Merger in accordance with the following:

(a) The assets and liabilities of the Merging Corporation immediately prior to the Effective Date shall be recorded on the books of the Surviving Corporation at the same amounts

at which they were carried on the books of the Merging Corporation immediately prior to the Effective Date.

(b) There shall be credited as stated capital in respect of the Common Stock of the Surviving Corporation the aggregate amount of the par value of all share of Common Stock of the Surviving Corporation issued as a result of the conversion of the outstanding shares of Common Stock of the Merging Corporation into shares of Common Stock of the Surviving Corporation pursuant to this Agreement and Plan of Merger.

10. **Amendment.** At any time before or after approval and adoption by the shareholders of the Surviving Corporation and prior to the Effective Date, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the Boards of Directors of the Merging Corporation to be necessary, desirable or expedient; provided, however, that, after approval of the shareholders of the Surviving Corporation, such amendment may not materially and adversely affect the rights and interests of the shareholders of the Surviving Corporation.

11. **Abandonment.** At any time before the Effective Date, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of the Surviving Corporation, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of the Merging Corporation or by the shareholders of the Surviving Corporation or either of them.

12. **Counterparts.** In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

13. **Appointment of Agent.** The Surviving Corporation hereby consents to service of process in the State of Missouri in any action or special proceeding for the enforcement of any liability or obligation of the Merging Corporation, and hereby irrevocably appoints the Missouri Secretary of State of such jurisdiction as the Surviving Corporation's agent to accept service of process in any action or special proceeding for the enforcement of any such liability or obligation. The address to which a copy of such process shall be mailed by the Secretary of State of Missouri is c/o A fuller Glaser, Jr. Esq. 222 Litcheford Ct. St. Louis, MO 63141-8157.

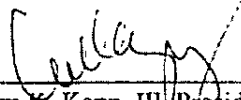
**IN WITNESS WHEREOF,** each of the corporate parties hereto, pursuant to authority

granted by the Board of Directors of the Surviving Corporation and the Merging Corporation has caused this Agreement and Plan of Merger to be executed by its President and attested to by its Secretary, as of the date first above written.

**MERGING CORPORATION:**

MEDICAL PHYSICIANS, LTD  
a Missouri corporation

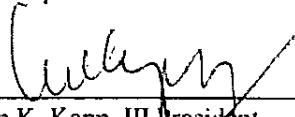
By: \_\_\_\_\_

  
William K. Kapp, III, President

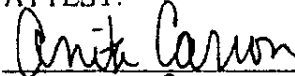
**SURVIVING CORPORATION:**

MEDICAL PHYSICIANS, INC.  
a Florida corporation

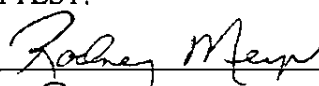
By: \_\_\_\_\_

  
William K. Kapp, III, President

ATTEST:

  
\_\_\_\_\_  
Anita Carron

ATTEST:

  
\_\_\_\_\_  
RODNEY MEYER

[