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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SEP 14 2016

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: J.BRADFORD MOKRIS, D.M.D., M.S., P.A.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LESLIE. A. WICKES, ESQ.

Contact Person

ADAMS AND REESE LLP

Firm/Company

501 RIVERSIDE AVENUE, 7TH FLOOR

Address

JACKSONVILLE, FL 32202

City/State and Zip Code

RICHENE.OLIVER@ARLAW.COM

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

For further information concerning this matter, please call:

LESLIE WICKES

Name of Contact Person

At (904) 355-1700

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 OF A
SOUTH CAROLINA PROFESSIONAL CORPORATION INTO
A FLORIDA PROFESSIONAL CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, and Chapter 11 of the South Carolina Business Corporation Act, the undersigned corporations executed the following Articles of Merger:

FIRST: The Agreement and Plan of Merger attached to these Articles of Merger as Exhibit A, and incorporated herein by reference, has been approved as of August 26, 2016 by J. Bradford Mokris, D.M.D., M.S., P.A., a Florida professional corporation (the "Surviving Corporation"), in accordance with the applicable provisions of the Florida Business Corporation Act, as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Total Number of Votes Cast	
				For	Against
Common Stock Sole Shareholder	500	500	500	500	0

SECOND: The Agreement and Plan of Merger has been approved as of August 26, 2016 by J. Bradford Mokris, D.M.D., M.S., P.C., a South Carolina professional corporation (the "Merged Corporation"), in accordance with the applicable provisions of the South Carolina Business Corporation Act, as follows:


Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Total Number of Votes Cast	
				For	Against
Common Stock Sole Shareholder	500	500	500	500	0

THIRD: The Agreement and Plan of Merger was adopted by J. Bradford Mokris, D.M.D., M.S., the sole shareholder and sole director of the Surviving Corporation and the Merged Corporation on August 26, 2016.

FOURTH: The merger is to become effective 11:59 p.m., September 16, 2016, or such later date and time as may be set forth in the necessary filings with the Secretary of State of the States of Florida and South Carolina in accordance with the laws of the States of Florida and South Carolina.

IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be signed by an authorized officer, effective the 26 day of August, 2016.

J. BRADFORD MOKRIS, D.M.D., M.S., P.A.

By: 
Name: J. Bradford Mokris, D.M.D., M.S.
As its: President

J. BRADFORD MOKRIS, D.M.D., M.S., P.C.

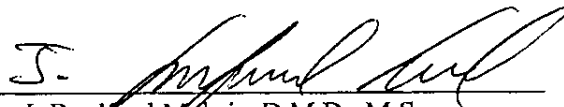
By: 
Name: J. Bradford Mokris, D.M.D., M.S.
As its: President

EXHIBIT A

FILED

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AGREEMENT AND PLAN OF MERGER
OF
J. BRADFORD MOKRIS, D.M.D., M.S., P.A.
a Florida professional corporation
AND
J. BRADFORD MOKRIS, D.M.D., M.S., P.C.
a South Carolina professional corporation

THIS AGREEMENT AND PLAN OF MERGER is entered into as of August 23, 2016, by and between:

JBMPA: J. Bradford Mokris, D.M.D., M.S., P.A, a Florida corporation ("JBMPA"); and
JBMPA: J. Bradford Mokris, D.M.D., M.S., P.C., a South Carolina corporation ("JBMPA")

and approved by resolutions adopted by JBMPA's and JBMPA's respective shareholders and directors, effective as of the date set forth herein.

WHEREAS, JBMPA is a corporation of the State of South Carolina with its registered office therein located at 1700 First Baxter Crossing, Suite 201, Fort Mill, SC 29708.

WHEREAS, J. Bradford Mokris, D.M.D., M.S. owns all of the issued and outstanding stock of all voting classes of stock of JBMPA.

WHEREAS, JBMPA is a corporation of the State of Florida with its registered office therein located at 5101-3 Gate Parkway, Jacksonville, FL 32256.

WHEREAS, J. Bradford Mokris, D.M.D., M.S. owns 5,000 shares of the stock of JBMPA, representing all of the issued and outstanding stock of JBMPA.

WHEREAS, the South Carolina Business Corporation Act permits a merger of a domestic corporation of the State of South Carolina and a foreign corporation of the State of Florida into a single corporation.

WHEREAS, the Florida Business Corporation Act permits a merger of a domestic corporation of the State of Florida and a foreign corporation of the State of South Carolina into a single corporation.

WHEREAS, JBMPA and JBMPA and their respective shareholders and/or directors deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge JBMPA with and into JBMPA pursuant to the provisions of the South Carolina Business Corporation Act and the Florida Business Corporation Act as applicable (jointly, the "Law") upon the terms and conditions herein set forth.

WHEREAS, upon the effectiveness of the merger, JBMPA shall be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by JBMPA, and approved by a resolution adopted by its shareholder and director, and being thereunto duly entered into by JBMPA, and approved by a resolution adopted by its shareholder and director, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. **Merger; Surviving Corporation.** Subject to the terms and conditions of this Agreement, on the Effective Date, JBMPA and JBMPA shall be merged into a single corporation, to wit, J. Bradford Mokris, D.M.D., M.S., P.A., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation pursuant to the provisions of the Law. The separate existence of J. Bradford Mokris, D.M.D., M.S., P.C., which is sometimes hereinafter referred to as the "Merged Corporation," shall cease at said effective time in accordance with the provisions of the Law.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, which are filed of record with the Florida Department of State, are in full force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation, with the continued nature of business and/or purposes set forth therein.

3. **Bylaws.** The present Bylaws of the Surviving Corporation, which are on file in the principal office of the Surviving Corporation, are in full force and effect, will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Board of Directors.** The director of the Surviving Corporation on the Effective Date, J. Bradford Mokris, D.M.D., M.S., shall be the director of the Surviving Corporation, who shall remain as director until the election and qualification of his respective successor, or until his tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Officers.** The officers of the Surviving Corporation on the Effective Date, J. Bradford Mokris, D.M.D., M.S. (President and Treasurer) and Jennifer Lynne Mokris (Secretary), shall be the officers of the Surviving Corporation, both of whom shall remain as officers until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

6. **Tax Free Reorganization.** The Surviving Corporation and the Merged Corporation intend for the merger to be a tax free reorganization as provided under the provisions of Section 368 of the Internal Revenue Code of 1986.

7. **Issued and Outstanding Shares.** The manner of converting the outstanding shares of the capital stock of the Merged Corporation and of the Surviving Corporation shall be as follows:

(a) Each share of the Merged Corporation common stock, par value \$1.00 per share (the "Merged Corporation Common Stock"), issued and outstanding immediately prior to the Effective Time of the Merger shall be surrendered to the Surviving Corporation and canceled.

(b) No shares of the Surviving Corporation common stock shall be issued in respect to the Surviving Corporation common stock issued and outstanding prior to the Effective Time of the Merger.

(c) After the Effective Time of the Merger, each holder of an outstanding certificate, which prior to the Effective Time of the Merger represented shares of the Merged Corporation Common Stock, shall surrender the same to the Surviving Corporation on the basis provided herein. After the Effective Time of the Merger, there shall be no further registry on the records of the Merged Corporation of transfer of the Merged Corporation Common Stock, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be canceled in accordance with the terms of this Plan and Agreement of Merger.

8. **Filings.** The constituent corporations agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the States of South Carolina and Florida, and that they will cause to be performed all necessary acts within the States of South Carolina and Florida and elsewhere to effectuate the merger herein provided for.

9. **Further Assurances.** The officers of the Merged Corporation and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

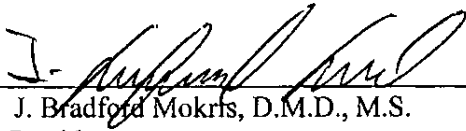
10. **Effective Time.** The effective time of the merger shall be 11:59 p.m., September 16, 2016, or such later date and time as may be set forth in the necessary filings with the Secretary of State of the States of Florida and South Carolina in accordance with the laws of the States of Florida and South Carolina.

11. **Counterparts.** This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

[Signature Page of JBMPA to the Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations.

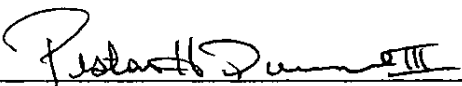
J. BRADFORD MOKRIS, D.M.D., M.S., P.A.,
a Florida corporation

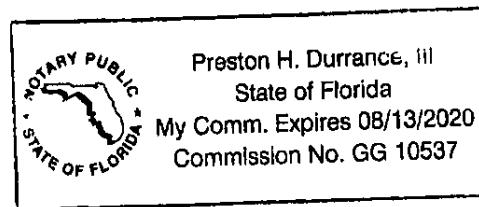

By: J. Bradford Mokris, D.M.D., M.S.
Its: President

STATE OF Florida

COUNTY OF Nassau

This instrument was acknowledged before me on the 25 day of August, 2016, by J. Bradford Mokris, D.M.D., M.S., the President of J. BRADFORD MOKRIS, D.M.D., M.S., P.A., a Florida corporation, on behalf of said corporation.

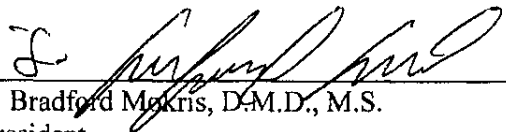

Notary Public, State of Florida
My commission expires: 08/13/2020



[Signature Page of JBMPC to the Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations.

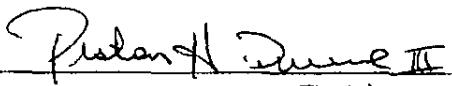
J. BRADFORD MOKRIS, D.M.D., M.S., P.C.,
a South Carolina corporation

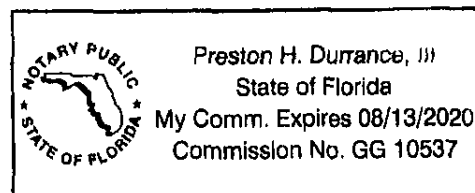

By: J. Bradford Mokris, D.M.D., M.S.
Its: President

STATE OF Florida

COUNTY OF Nassau

This instrument was acknowledged before me on the 25 day of August, 2016, by J. Bradford Mokris, D.M.D., M.S., the President of J. BRADFORD MOKRIS, D.M.D., M.S., P.C., a South Carolina corporation, on behalf of said corporation.


Notary Public, State of Florida
My commission expires: 08/13/2020

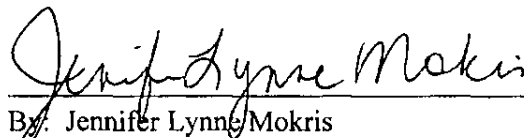


**CERTIFICATE OF SECRETARY OF
J. BRADFORD MOKRIS, D.M.D., M.S., P.A.**

I hereby certify that I am the duly appointed Secretary of J. BRADFORD MOKRIS, D.M.D., M.S., P.A., presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholder of J. BRADFORD MOKRIS, D.M.D., M.S., P.A.

Certificate dated as of the 26 day of August, 2016.

J. BRADFORD MOKRIS, D.M.D., M.S., P.A.



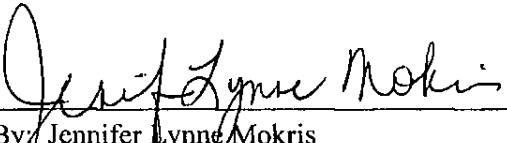
By: Jennifer Lynne Mokris
Its: Secretary

**CERTIFICATE OF SECRETARY OF
J. BRADFORD MOKRIS, D.M.D., M.S., P.C.**

I hereby certify that I am the duly appointed Secretary of J. BRADFORD MOKRIS, D.M.D., M.S., P.C., presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholder of J. BRADFORD MOKRIS, D.M.D., M.S., P.C.

Certificate dated as of the 26 day of August, 2016.

J. BRADFORD MOKRIS, D.M.D., M.S., P.C.


By: Jennifer Lynne Mokris
Its: Secretary