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March 1, 2018

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MERGER OR SHARE EXCHANGE
Peace River Cardiovascular Center, P.A.

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**ARTICLES OF MERGER
OF
CARDIOVASCULAR INSTITUTE OF CHARLOTTE P.A.,
a Florida professional service corporation
AND
PEACE RIVER CARDIOVASCULAR CENTER, P.A.,
a Florida professional service corporation**

The following Articles of Merger are submitted to merge the following Florida professional service corporations in accordance with the provisions of the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

FIRST: The exact name, street address of its principal office, document number, jurisdiction, and entity type of the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Peace River Cardiovascular Center, P.A. 4161 Tamiami Trail Suite 701 Port Charlotte, Florida 33952 Florida Document Number: P17000092928	Florida	Professional Service Corporation

SECOND: The exact name, street address of its principal office, document number, jurisdiction, and entity type of the merging entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cardiovascular Institute of Charlotte, P.A. 4161 Tamiami Trail Port Charlotte, Florida 33952 Florida Document Number: P17000099724	Florida	Professional Service Corporation

THIRD: The Plan of Merger is attached to these Articles of Merger as **Exhibit A**.

FOURTH: The Plan of Merger attached to these Articles of Merger as **Exhibit A** was adopted and approved by all of the directors and shareholders of the surviving entity, Peace River Cardiovascular Center, P.A., on March 1, 2018.

FIFTH: The Plan of Merger attached to these Articles of Merger as **Exhibit A** was adopted and approved by all of the directors and shareholders of the merging entity, Cardiovascular Institute of Charlotte P.A., on March 1, 2018.

SIXTH: The merger shall become effective as of March 1, 2018.

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SEVENTH: The signatures for the surviving entity and the merging entity are set forth below.

CARDIOVASCULAR INSTITUTE OF CHARLOTTE P.A.

By: David A. Hotchkiss
David A. Hotchkiss, as its President

PEACE RIVER CARDIOVASCULAR CENTER, P.A.

By: David A. Hotchkiss
David A. Hotchkiss, as its President

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Exhibit A

Plan of Merger

(See attached)

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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 28 day of February, 2018, and shall be effective as of March 1, 2018, by and between the following named professional service corporations:

I. SURVIVING CORPORATION

PEACE RIVER CARDIOVASCULAR CENTER, P.A.,
a Florida professional service corporation (the "Surviving Corporation").
Date of incorporation: November 20, 2017
Document Number: P17000092928

II. MERGING CORPORATION

CARDIOVASCULAR INSTITUTE OF CHARLOTTE P.A.,
a Florida professional service corporation (the "Merging Corporation").
Date of incorporation: December 19, 2017
Document Number: P17000099724

W I T N E S S E T H:

WHEREAS, the Merging Corporation is a professional service corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a professional service corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merging Corporation desires to merge into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and Shareholders of each of the Surviving Corporation and the Merging Corporation deem it advisable that the professional service corporations merge into a single surviving professional service corporation under the laws of the State of Florida, and that said surviving professional service corporation shall not be a new professional service corporation but shall be the Surviving Corporation, and its corporate existence as a continuing professional service corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Surviving Corporation and the Merging Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors and Shareholders of the Merging Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors and Shareholders of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend to the fullest extent applicable that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and accordingly desire to adopt a plan of reorganization within the meaning of Section 368 of the Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.; and

WHEREAS, the entire outstanding capital stock of the Merging Corporation is held as follows:

<u>Name of Corporation</u>	<u>Shareholder</u>	<u>Shares Held</u>
Cardiovascular Institute of Charlotte P.A.	David A. Hotchkiss	100

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 and Chapter 621 of the Florida Statutes, in each case as amended, that the Merging Corporation and the Surviving Corporation shall be, and they are hereby merged into a single professional service corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merging Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE OF SURVIVING CORPORATION**

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the

Merging Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be Peace River Cardiovascular Center, P.A. The Articles of Incorporation of the Surviving Corporation, as amended herein, shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: David A. Hotchkiss

Officers: David A. Hotchkiss, President, Secretary and Treasurer

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of the Merging Corporation's common stock issued and outstanding at the time of the effective date of the Merger shall be cancelled, due to the fact that the shareholder of the Merging Corporation owns all of the stock of the Surviving Corporation in the same ownership percentage. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date (as defined hereinbelow) of the Merger shall continue to represent one issued share of the Surviving Corporation.

ARTICLE VI
APPROVAL OF MERGER BY SHAREHOLDER AND DIRECTOR OF
SURVIVING CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the shareholder and director of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on March 1, 2018.

ARTICLE VII
APPROVAL OF MERGER BY SHAREHOLDER AND DIRECTOR OF
MERGING CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the shareholder and director of the Merging Corporation, as provided by Chapter 607 of the Florida Statutes, on March 1, 2018.

ARTICLE VIII
JOINT REPRESENTATIONS OF THE PARTIES

Each of the Surviving Corporation and the Merging Corporation represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Code, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Code.

ARTICLE IX
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of March 1, 2018 (the "Effective Date"), for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Plan of Merger is filed with the Secretary of State of Florida.

[Signatures appear on following page]

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IN WITNESS WHEREOF, the following parties have signed this Plan of Merger as of the day and year first above written.

SURVIVING CORPORATION:

PEACE RIVER CARDIOVASCULAR CENTER, P.A.,
a Florida professional service corporation

By: David A. Hotchkiss
David A. Hotchkiss, as its President

MERGING CORPORATION:

CARDIOVASCULAR INSTITUTE OF CHARLOTTE P.A.,
a Florida professional service corporation

By: David A. Hotchkiss
David A. Hotchkiss, as its President

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