

P180000010361

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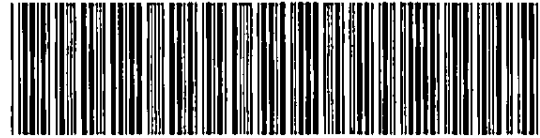
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE RINER GROUP, 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:

PHILIP A. KAISER

Contact Person

THE KAISER LAW FIRM, P.C.

Firm/Company

12231 MANCHESTER ROAD, 1ST FLOOR

Address

ST. LOUIS, MO 63131

City/State and Zip Code

PHIL@KAISERLAWFIRM.COM

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

For further information concerning this matter, please call:

PHIL KAISER

Name of Contact Person

At (314)

966-7766

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 Corporation)

The following Articles of Merger is 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>
THE RINER GROUP, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE RINER GROUP, INC.	MISSOURI	(If known/applicable) 00292249
THE RINER GROUP, INC.	FLORIDA	P18000010361

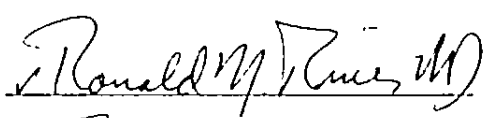
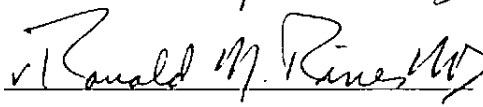
Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 2, 2018.

Sixth: Adoption of Merger by merging corporation: The Plan of Merger was adopted by the shareholders of the merging corporation on February 2, 2018.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
The Riner Group, Inc. (MO)		RONALD N. RINER, M.D., President
The Riner Group, Inc. (FL)		RONALD N. RINER, M.D., President

FILE
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PLAN OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
THE RINER GROUP, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
THE RINER GROUP, INC.	MISSOURI
THE RINER GROUP, INC.	FLORIDA

Third: The terms and conditions of the merger are as follows: All of the property, rights, privileges, contracts, leases and fictitious name registrations of The Riner Group, Inc. (Missouri) are to be transferred to and become the property of The Riner Group, Inc. (Florida), the survivor. The officers and board of directors of the above-named corporation are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership. The officers and directors of the surviving corporation shall remain the same following the merger. The merger is intended to constitute a reorganization under the provisions of Internal Revenue Code Section 368 (a)(1)(F).

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:

The outstanding shares of The Riner Group, Inc. (Missouri) shall be cancelled and cease to exist and the outstanding shares of The Riner Group, Inc. (Florida) will remain issued, outstanding and unchanged by the merger.

IN WITNESS WHEREOF, each merging corporation has executed this Plan of Merger as of the 2nd day of

February, 2018.

THE RINER GROUP, INC. (Missouri)

By:


RONALD N. RINER, M.D., President

and

THE RINER GROUP, INC. (Florida)

By:


RONALD N. RINER, M.D., President