

P19 0000 13820

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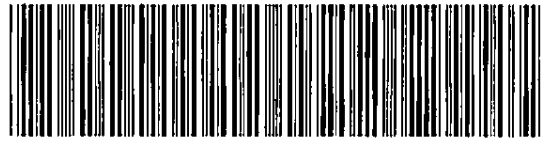
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- check Annual Report
- P19000013820
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OF COUNSEL:

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L. BRUCE WRIGHT  
ROBERT J. ROUTH  
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Florida Department of State  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Articles of Merger of Davidson Emergency Medical Services, P.A.  
Our File: 4009.002

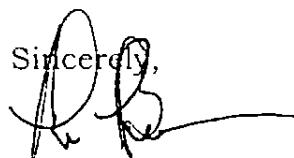
Dear Sir/Madam,

Enclosed for filing with your office please find the Articles of Merger of Davidson Emergency Medical Services, P.A., #P19000013820 for filing in your office along with the required Cover Sheet. The 2024 annual report has been filed online per your request. It is our understanding that you have retained our check in the amount of \$70.00 for the filing fee that was previously sent. A copy of your letter is included as required.

Please return the filed Articles of Merger by Federal Express Overnight Delivery. You may charge our Federal Express account which is 0685-0041-9 or use the enclosed return envelope.

If you have any questions or require further information, please contact the undersigned immediately. Thank you.

Sincerely,



Theresa L. Brammier  
Corporate Real Estate Paralegal

4858-0290-7306, v. 1

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Davidson Emergency Medical Services, P.A.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

**Theresa L. Brammier**

Contact Person

**Cline Williams Wright Johnson & Oldfather, L.L.P.**

Firm/Company

**233 S 13th Street, Suite 1900**

Address

**Lincoln, NE 68508**

City/State and Zip Code

**theresa.brammier@clinewilliams.com**

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

For further information concerning this matter, please call:

**Theresa L. Brammier**

Name of Contact Person

At ( **402** ) **479-7161**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**ARTICLES OF MERGER OF  
DAVIDSON EMERGENCY MEDICAL SERVICES, P.A.,  
A FLORIDA PROFESSIONAL ASSOCIATION  
WITH AND INTO  
DAVIDSON PROFESSIONAL MERGERCO, P.S.C.,  
A KENTUCKY PROFESSIONAL SERVICE CORPORATION**

Pursuant to FLA. STAT. § 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"), the undersigned set forth the following Articles of Merger:

1. The name of each constituent entity is Davidson Emergency Medical Services, P.A., a Florida professional association (the "Florida P.A." and the "Merging Corporation"), and Davidson Professional MergerCo, P.S.C., a Kentucky professional services corporation (the "Kentucky MergerCo" and the "Surviving Corporation").

2. The Kentucky MergerCo will be the surviving entity in the merger.

3. The name of the surviving corporation shall be "Davidson Emergency Medical Services, P.S.C.," and will be governed by the provisions of the Kentucky Business Corporation Act.

4. The merger shall be effective on February 1, 2024 (the "Effective Time").

5. The manner and basis of converting or exchanging the shares and ownership interest of the constituent entities shall be:

a. Merging Corporation. All ownership interest of the Florida P.A. outstanding as of the Effective Time of the merger shall be cancelled and retired, and no ownership interest or other securities of the Merging Corporation shall be issuable with respect thereto.

b. Surviving Corporation. Each share of common stock of the Kentucky MergerCo issued and outstanding as of the Effective Time of the merger shall not be affected by the merger and shall remain an issued and outstanding share of the Surviving Corporation's common stock.

6. The Articles of Incorporation of the surviving corporation are amended and restated, and the Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A."

7. Shareholder approval of the Plan of Merger was not required.

8. The participation of Davidson Professional MergerCo, P.S.C. was duly authorized by the Kentucky Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

1/24/2024

Dated this \_\_\_\_ day of January, 2024 and effective as of February 1, 2024.

DAVIDSON EMERGENCY MEDICAL  
SERVICES, P.A.

DocuSigned by:

*Dr. Peter Davidson*

BE91ABF6F84D46B

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

Peter L. Davidson, D.O., Sole Director

DAVIDSON PROFESSIONAL MERGERCO,  
P.S.C.

DocuSigned by:

*Dr. Peter Davidson*

BE91ABF6F84D46B

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

Peter L. Davidson, D.O., Sole Director

**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

See attached.

4874-2154-3316, v. 1

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**DAVIDSON EMERGENCY MEDICAL SERVICES, P.S.C.**

Pursuant to the Kentucky Business Corporation Act, KY. REV. STAT. ANN. § 271B.1-010, *et seq.* and the Kentucky statutes authorizing Professional Service Corporations codified at KY. REV. STAT. ANN. § 274.005 *et seq.* (collectively, the "Acts"), these restated and amended Articles of Incorporation are hereby adopted, and such Amended and Restated Articles shall supersede and replace the original Articles of Incorporation in their entirety.

**ARTICLE I**

The name of the corporation is Davidson Emergency Medical Services, P.S.C. (the "Corporation").

**ARTICLE II**

The period of the Corporation's duration is perpetual.

**ARTICLE III**

The purposes for which the Corporation is organized are to engage in the professional service of medicine in the State of Kentucky through its officers, shareholders, and employees who are duly licensed to practice medicine in Kentucky.

**ARTICLE IV**

The Corporation shall have and exercise all powers and rights conferred upon corporations by the Acts and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied corporations by the laws of the state of Kentucky as are necessary, suitable, proper, convenient, or expedient for the attainment of the purposes set forth in Article III above.

**ARTICLE V**

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI**

The address of the initial registered office of the Corporation is 145 Doe Valley, Lexington, KY 40515 and the name of the initial registered agent at such address is Dr. Peter Davidson.

**ARTICLE VII**

The mailing address of the Corporation's principal office shall be 145 Doe Valley, Lexington, KY 40515.

**ARTICLE VIII**

The name and address of the incorporator is Peter L. Davidson, 145 Doe Valley, Lexington, KY 40515.

**ARTICLE IX**

The name and address of the original shareholders are set forth in Exhibit A.

**ARTICLE X**

Each of the incorporators, shareholders, directors, and officers is a qualified person licensed to practice medicine in the state of Kentucky within the meaning of KY. REV. STAT. ANN. § 274.005 *et seq.*

**ARTICLE XI**

These Amended and Restated Articles are adopted by the Board of Directors without shareholder action, such action not being required for their adoption.

[SIGNATURE PAGE FOLLOWS]



Effective the 1st day of February, 2024.

DocuSigned by:  
*Dr. Peter Davidson*

BE91A8F6F84D46B...

Peter L. Davidson, D.O., Sole Director  
and Shareholder

EXHIBIT A

Shareholder	Address	Number of Shares	Percentage Interest
Peter L. Davidson, D.O.	145 Doe Valley Lexington, KY 40515	1,000	100%



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 14, 2024

CLINE WILLIAMS WRIGHT JOHNSON & OLDFATHER, L.L.P.  
233 SOUTH 13TH STREET  
LINCOLN, NE 68505-2095

SUBJECT: DAVIDSON EMERGENCY MEDICAL SERVICES, P.A.  
Ref. Number: P19000013820

We have received your document for DAVIDSON EMERGENCY MEDICAL SERVICES, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Division of Corporations can no longer produce the paper annual report form for filing. All filings must be completed online at our website, [www.sunbiz.org](http://www.sunbiz.org). After you complete the annual report filing process, you will have the option to pay by credit or debit card online, or by check or money order by mail. Payments made by credit or debit card will post in 24 to 48 hours. Payments made by check or money order are sent by mail with a payment voucher. The payment voucher is created by selecting the Check Payment button on the payment screen. The annual report will be filed when the check and voucher are received and deposited by the Division of Corporations. This can take up to 10-14 business days from the date received.

If you do not have a computer, we recommend using the public library. You must file by May 1 to avoid a possible late fee.

These changes are required due to budget cuts and staff cutbacks.

Filing online is quick, easy and secure.

You will need to establish an online e-mail account for yourself or company before you attempt to file your online annual report if you do not have one. There are many search engines (i.e., Google, Yahoo, Hotmail, etc.) that will allow you to establish a free e-mail account. Please ask a librarian or another employee for assistance if necessary.

Please include your document number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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If you have any questions concerning the filing of your document, please call  
(850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 924A00003240