

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

P93000076674

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000043375 3)))



H210000433753ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : COGENCY GLOBAL, INC.  
Account Number : I20000000088  
Phone : (800)221-0102  
Fax Number : (800)944-6607

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

2021 FEB 1 3 11:19 PM

2021 FEB -1 PH 1:19  
FILED  
STATE  
OFFICE, FL

MERGER OR SHARE EXCHANGE  
BERAJA MEDICAL INSTITUTE INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75



February 2, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BERAJA MEDICAL INSTITUTE INC.  
2550 DOUGLAS RD  
SUITE 300  
CORAL GABLES, FL 33134

SUBJECT: BERAJA MEDICAL INSTITUTE INC.  
REF: P93000076674

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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

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

Yasemin Y Sulker  
Regulatory Specialist III

FAX Aud. #: H21000043375  
Letter Number: 921A00002372

# ARTICLES OF MERGER (Profit Corporations)

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> <small>(If known/ applicable)</small>
Beraja Medical Institute Inc.	Florida	P93000076674

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
BMI Practice Acquisition Corp.	Florida	P21000006083

**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** 02 / 01 / 2021 (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 \_\_\_\_\_

02/01/2001 and shareholder approval was not required.

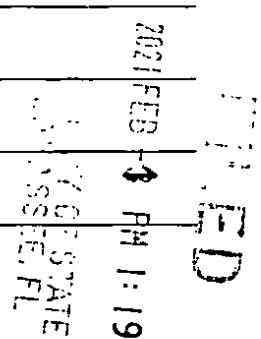
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

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 \_\_\_\_\_

02/01/2021 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



((H21000043375 3)))

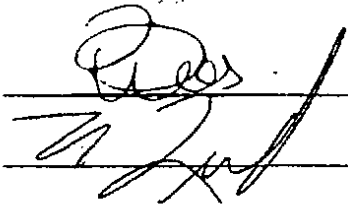
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Beraja Medical Institute Inc.



Roberto Beraja, M.D

BMI Practice Acquisition Corp.

Thomas A. Quigley, M.D.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is by and between Beraja Medical Institute Inc., a Florida corporation (the "Company"), and BMI Practice Acquisition Corp., a Florida corporation (the "Merging Company").

**WHEREAS**, the board of directors and sole shareholder of the Merging Company and the board of directors and shareholders of the Company have each respectively approved the merger of the Merging Company with and into the Company upon the terms and subject to the conditions set forth herein (the "Merger").

**NOW, THEREFORE**, in consideration of the covenants and agreements contained herein, the parties hereto agree as follows:

### ARTICLE I

#### THE MERGER

Section 1.1 *The Merger*. Upon the terms of and subject to the conditions of this Agreement, in accordance with the Florida Business Corporation Act, as amended ("FBCA"), at the Effective Time (as hereinafter defined), the Merging Company shall be merged with and into the Company with the Company as the surviving corporation (the "Surviving Company"), and the separate existence of the Merging Company shall thereupon cease.

Section 1.2 *Effective Time*. In order to effectuate the Merger, the parties hereto shall cause the Merger to be consummated by filing an executed Articles of Merger with the Florida Department of State Division of Corporations in such form as required by, and executed as set forth in the provisions of the FBCA. The Merger shall be effective upon the filing of such Articles of Merger in Florida (the "Effective Time").

Section 1.3 *Effects of Merger*. At and after the Effective Time, the Merger shall have the effects provided for in this Agreement and as set forth in the provisions of the FBCA.

### ARTICLE II

#### THE SURVIVING COMPANY

Section 2.1 *Organizational Documents*. At and after the Effective Time, the Articles of Incorporation, as may be amended from time to time, of the Surviving Company as in effect immediately prior to the Effective Time shall be the governing documents of the Surviving Company, until further amended in accordance with applicable law.

Section 2.2 *Officers*. From and after the Effective Time, the officers of the Surviving Company holding office immediately prior to the Effective Time shall be the officers of the Surviving Company, until their respective successors have been duly elected or appointed and qualified.

## ARTICLE III

### TREATMENT OF CAPITAL STOCK

Section 3.1 *Capital Stock of the Company.* Each issued and outstanding share of common stock of the Company prior to the Effective Date (the "Company Stock") shall be cancelled and extinguished, and upon the surrender of certificates representing shares of such Company Stock (the "Certificates"), be automatically converted into the right to receive cash consideration for such Company Stock.

Section 3.2 *Capital Stock of the Merging Company.* As of the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Company or the Merging Company, each issued and outstanding share of capital stock of the Merging Company prior to the Effective Date shall automatically and immediately be converted into one (1) validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

## ARTICLE IV

### MISCELLANEOUS

Section 4.1 *Termination.* This Agreement may be terminated at any time prior to the Effective Time by either party hereto.

Section 4.2 *Entire Agreement.* This Agreement constitutes the entire agreement by and between the parties hereto with respect to the matters herein contemplated. This Agreement supersedes all previous agreements, negotiations and commitments in respect thereto. This Agreement shall not be changed or modified in any manner, except by mutual consent in a writing of subsequent date signed by the duly authorized representatives of each party hereto at any time prior to the date of filing.

Section 4.3 *Further Assurances.* Following the receipt of all required approvals of this Agreement by the parties, each of the parties hereto shall immediately execute and deliver to the other party hereto and file with appropriate governmental authorities such instruments as may be reasonably required in connection with the consummation of the Merger contemplated hereby.

Section 4.4 *Counterparts.* This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement. This Agreement may be transmitted by facsimile machine, portable document format (.PDF) or any other electronic means and shall be treated in all manners and respects as an original document and an original signature.

Section 4.5 *Descriptive Headings.* The descriptive headings contained herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

((H21000043375 3))

Section 4.6 *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the applicable laws of the State of Florida.


**[SIGNATURE PAGE TO FOLLOW]**

((H21000043375 3)))

**IN WITNESS WHEREOF**, this Agreement has been executed by the parties hereto, as of the day and year first written above.

**SURVIVING COMPANY:**

**BERAJA MEDICAL INSTITUTE INC.**

By:  \_\_\_\_\_  
Name: Roberto Beraja, M.D.  
Title: President

**MERGING COMPANY:**

**BMI PRACTICE ACQUISITION CORP.**

By: \_\_\_\_\_  
Name:  
Title:



IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto, as of the day and year first written above.

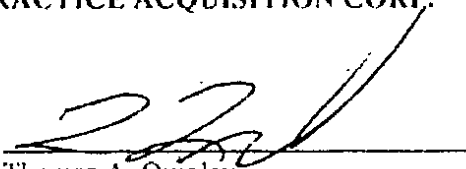
**SURVIVING COMPANY:**

**BERAJA MEDICAL INSTITUTE INC.**

By: \_\_\_\_\_  
Name: Robert Beraja, M.D.  
Title: President

**MERGING COMPANY:**

**BMI PRACTICE ACQUISITION CORP.**

By:  \_\_\_\_\_  
Name: Thomas A. Quigley  
Title: President