

P94000065934

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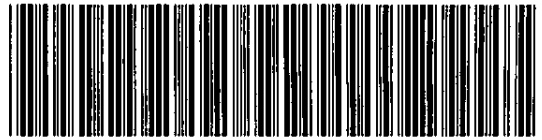
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Morgan
1/3/09*



12004 Race Track Road
Tampa, Florida 33626
Tel: 813-814-0700
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VIA OVERNIGHT MAIL

December 30, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles/Plan of Merger of Lucien Mergerco, Inc. and Affordable Health Center, Inc.; Documents No. P08000099977 and P94000065934.

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger and the Plan of Merger of Lucien Mergerco, Inc. with and into Affordable Health Center, Inc. Also enclosed in the filing fee of \$35.00 per merging party (total payment: \$70) made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at the address above. For further information concerning this matter, please contact me at the telephone number set forth above.

Very truly yours,

Daniel G. Musca

cc: Huber Matos, M.D.

Enclosures

ARTICLES OF MERGER

Of

LUCIEN MERGERCO, INC.
a Florida corporation

with and into

AFFORDABLE HEALTH CENTER, INC.
a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by **LUCIEN MERGERCO, INC.**, a Florida corporation ("Mergerco") and **AFFORDABLE HEALTH CENTER, INC.**, a Florida corporation ("Affordable Health").

1. Mergerco, the merging corporation, and Affordable Health, the surviving corporation, are both Florida corporations.

2. Mergerco's Florida Document Number is P08000099977. Affordable Health's Florida Document Number is P94000065934.

3. A true and correct copy of the Plan of Merger (the "Plan of Merger") between Mergerco and Affordable Health is attached hereto as Exhibit A and incorporated herein by reference.

4. The merger shall become effective upon filing of these Articles of Merger with the Florida Secretary of State.

5. The Plan of Merger is on file at the office of the surviving corporation (Affordable Health) at the principal office address of 1001 Atlantic Avenue, Suite D, Fernandina Beach, Florida 32034. The Plan of Merger will be provided to each constituent corporation.

6. Pursuant to the Plan of Merger, Mergerco shall be merged with and into Affordable Health and Affordable Health shall be the surviving corporation.

7. The Plan of Merger was approved and adopted by unanimous written consent of the sole shareholder and director of Mergerco on November 10, 2008, and by the sole shareholder and director of Affordable Health on November 10, 2008, and in each case effective as of November 10, 2008, in accordance with each corporation's articles of incorporation, bylaws and applicable law. The number of votes cast by the shareholders of Mergerco and Affordable Health was sufficient for approval.

(Signatures Begin on Next Page)

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 10 day of November, 2008.

LUCIEN MERGERCO, INC.,
a Florida corporation

By: 

Huber Maros, M.D.
President

**AFFORDABLE HEALTH CENTER,
INC.,** a Florida corporation

By: 

Louis P. Salvagio, BS, DC, CCRD, PT
President

PLAN OF MERGER

THIS PLAN OF MERGER, is made and entered into as of the 10th day of November, 2008, by and between **LUCIEN MERGERCO, INC.**, a Florida corporation (the "**Merged Corporation**") and **AFFORDABLE HEALTH CENTER, INC.**, a Florida corporation (the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has One Thousand (1,000) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Thousand (1,000) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Section 368 (a)(1)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing 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**"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and the sole shareholder of the Merged Corporation and by the Board of Directors and the sole shareholder of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, 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 stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or

not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation 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 the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged 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. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged 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 Merged 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 SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, 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 immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

Upon the Merger becoming effective, the Board of Directors of the Surviving Corporation shall be Huber Matos, M.D., Todd McClerren, D.C. and Louis Salvagio, D.C. Upon the Merger becoming effective, the President of the Surviving Corporation shall be Huber Matos, M.D. and the Secretary of the Surviving Corporation shall be Todd McClerren, D.C. Upon the Merger becoming effective, the sole shareholder of the Surviving Corporation shall be Lucien Medical P.A.

ARTICLE V
MANNER OF CONVERTING SHARES

Upon the Merger becoming effective, the capital stock of the Merged Corporation and the capital stock of Surviving Corporation shall be converted as follows:

(a) **Conversion of Surviving Corporation Stock.** The One Thousand (1,000) shares of the Surviving Corporation's stock issued and outstanding immediately prior to the effective time of the Merger shall be converted into the right to receive Three Hundred (300) shares of capital stock of the Merged Corporation's parent, Lucien Medical, P.A., which shares shall be validly issued, fully paid and nonassessable.

(b) **Conversion of Merged Corporation's Stock.** Each share of the Merged Corporation's capital stock issued and outstanding immediately prior to the effective time of the Merger shall be converted into one (1) share of common stock of the Surviving Corporation, which shares shall be validly issued, fully paid and nonassessable.

ARTICLE VI
APPROVAL OF MERGER

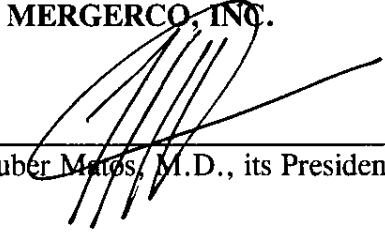
This Agreement and Plan of Merger has been approved by the Board of Directors and the sole shareholder of the Merged Corporation and the Board of Directors and the sole shareholder of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of November 10, 2008.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

LUCIEN MERGERCO, INC.

By: 
Huber Matos, M.D., its President

AFFORDABLE HEALTH CENTER, INC.

By: 
Louis P. Salvagio, its President