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JONES FOSTER

Division of Corporations

#239

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# Florida Department of State

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### MERGER OR SHARE EXCHANGE JON D. DERREVERE, P.A.

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**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

1. The name and jurisdiction of the Surviving Corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Jon D. Derrevere, P.A.	Florida	P95000008243

2. The name and jurisdiction of the Merging Corporations are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Bryan W. Black, P.A.	Florida	P06000144147
Bart Cozad, P.A.	Florida	P10000004726
Michael B. Stevens, P.A.	Florida	P13000000175

3. The Plan of Merger is attached.

4. The merger shall become effective on January 1, 2019.

5. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on December 6, 2018.

6. The Plan of Merger was adopted by the sole shareholders of the Merging Corporations on December 6, 2018.

Surviving Corporation:

JON D. DERREVERE, P.A.

By 

Jon D. Derrevere

Its: President

Date: 12/6/2018Merging Corporation:

BRYAN W. BLACK, P.A.

By 

Bryan W. Black

Its: President

Date: 12/6/2018Merging Corporation:

BART COZAD, P.A.

By 

Bart Cozad

Its: President

Date: 12/6/2018Merging Corporation:

MICHAEL B. STEVENS, P.A.

By 

Michael B. Stevens

Its: President

Date: 12/6/2018SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PLAN OF MERGER  
of  
BRYAN W. BLACK, P.A.,  
BART COZAD, P.A. and  
MICHAEL B. STEVENS, P.A.  
into  
JON D. DERREVERE, P.A.  
(the Survivor)

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation:

1. The name and jurisdiction of the Surviving Corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Jon D. Derrevere, P.A.	Florida	P95000008243

2. The name and jurisdiction of the Merging Corporations (the "Merging Corporations") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Bryan W. Black, P.A.	Florida	P06000144147
Bart Cozad, P.A.	Florida	P10000004726
Michael B. Stevens, P.A.	Florida	P13000000175

3. The terms and conditions of the merger are as follows:

a. The purposes, the Registered Agent, the address of the registered office, number of Directors and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as of the effective date of this agreement.

b. The Articles of Incorporation and By-Laws of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation and By-Laws of the Surviving Corporation until they shall be altered, amended or repealed.

c. The persons who, on the Effective Date, constitute the Board of Directors of the Surviving Corporation shall be the persons constituting the Board of Directors of the Surviving Corporation.

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d. The persons who, on the Effective Date, constitute the officers of the Surviving Corporation shall be the persons constituting the officers of the Surviving Corporation.

e. When this agreement is approved and filed, the separate existence of the Merging Corporations shall cease, the Merging Corporations shall be merged into the Surviving Corporation, and the Surviving Corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged. All rights of creditors and all liens on the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the constituent corporations shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The manner and basis of converting and exchanging shares of stock of the constituent corporations shall be as follows:

a. On the Effective Date, each share of common stock of Bryan W. Black, P.A., issued and outstanding immediately before the Effective Date (100 shares total), by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for (i) 0.01 shares of Class A Voting Common Stock of the Surviving Corporation and (ii) one hundred (100) shares of Class B Non-Voting Common Stock of the Surviving Corporation.

b. On the Effective Date, each share of common stock of Bart Cozad, P.A. issued and outstanding immediately before the Effective Date (100 shares total), by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for (i) 0.01 shares of Class A Voting Common Stock of the Surviving Corporation and (ii) one hundred (100) shares of Class B Non-Voting Common Stock of the Surviving Corporation.

c. On the Effective Date, each share of common stock of Michael B. Stevens, P.A. issued and outstanding immediately before the Effective Date (10 shares total), by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for (i) 0.1 shares of Class A Voting Common Stock of the Surviving Corporation and (ii) one thousand (1,000) shares of Class B Non-Voting Common Stock of the Surviving Corporation.

d. Each issued and outstanding share of the Class A Voting Common Stock of the Surviving Corporation shall continue as one share of Class A Voting Common Stock of the Surviving Corporation. Each issued and outstanding share of the Class B Non-Voting Common Stock of the Surviving Corporation shall continue as one share of Class B Non-Voting Common Stock of the Surviving Corporation.

e. All shares of the Surviving Corporation stock for and into which shares of the Merging Corporations' stock shall have been converted and exchanged pursuant

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to this agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares.

f. Upon the effective date, the transfer books of the Merging Corporations shall be closed and no transfer of shares of the Merging Corporations' stock shall be made or consummated thereafter.

5. The Merging Corporations and the Surviving Corporation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

6. The Surviving Corporation shall pay all expenses incurred in connection with the transactions contemplated by this agreement.

This agreement is made pursuant to and shall be construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, the Merging Corporations and the Surviving Corporation acting through their duly authorized officers, have signed this Plan and Agreement of Merger which is effective on January 1, 2019, the Effective Date of the Articles of Merger to which this Plan and Agreement is attached (the "Effective Date").

Surviving Corporation:

JON D. DERREVERE, P.A.

By 

Jon D. Derrevere

Its: President

Date: 12/6/2018

Merging Corporation:

BRYAN W. BLACK, P.A.

By 

Bryan W. Black

Its: President

Date: 12/6/2018

Merging Corporation:

BART COZAD, P.A.

By 

Bart Cozad

Its: President

Date: 12/6/2018

Merging Corporation:

MICHAEL B. STEVENS, P.A.

By 

Michael B. Stevens

Its: President

Date: 12/6/2018