

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

P 96000013736

FILING COVER SHEET  
ACCT. #FCA-14

800002892908--3  
-06/02/99--01075--015  
\*\*\*\*149.75 \*\*\*\*149.75

CONTACT: CINDY HICKS

DATE: 6-2-99

REF. #: 0176.7014

CORP. NAME: Drs. Rodgers, White and  
Smith, M.D., Inc

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

STATE FEES PREPAID WITH CHECK# 5091 FOR \$ 149.75

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

\_\_\_\_\_  
Examiner's Initials

*Muger*

C. COULLETTE JUN 02 1999

FILED  
99 JUN -2 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
99 JUN -2 PM 12:18  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DRS. RODGERS, WHITE & SMITH, M.D., INC., a Florida corporation, 645491  
AMERIPATH NORHT SHORE, INC., a Florida corporation, K36338  
INTERPATH LABORATORIES, INC., a Florida corporation, P94000009664

INTO

**AMERIPATH FLORIDA, INC.,** a Florida corporation, P96000013736

File date: June 2, 1999

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

of

**DRS. RODGERS, WHITE AND SMITH, M.D., INC.,**  
(a Florida Corporation)

**AMERIPATH NORTH SHORE, INC., and**  
(a Florida Corporation)

**INTERPATH LABORATORIES, INC.**  
(a Florida Corporation)

With and Into

**AMERIPATH FLORIDA, INC.**  
(a Florida Corporation)

FILED  
99 JUN - 2 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"), **DRS. RODGERS, WHITE AND SMITH, M.D., INC.** ("Indian River"), **AMERIPATH NORTH SHORE, INC.** ("North Shore"), **INTERPATH LABORATORIES, INC.** ("Interpath") (collectively, the "Florida Corporations") and **AMERIPATH FLORIDA, INC.** ("AmeriPath Florida"), each, a Florida corporation (and AmeriPath Florida together with the Florida Corporations, the "Corporations"), adopted the following Articles of Merger on the 28th day of May, 1999, for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

### ARTICLE I

The Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Exhibit "A" and adopted in accordance with the provisions of Section 607.1103 of the FBCA, which is incorporated herein and constitutes part of these Articles of Merger, and provides for the merger of Indian River, North Shore and Interpath with and into AmeriPath Florida, with AmeriPath Florida remaining as the surviving corporation (the "Merger").

The Merger shall be effective as of the day following the date on which the Articles of Merger were filed with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of the Corporations, (i) each of Indian River, North Shore and Interpath shall be merged with and into AmeriPath Florida, with AmeriPath Florida being the surviving corporation of the Merger and the separate existence of Indian River, North Shore and Interpath shall cease, (ii) each share of the common stock of the Florida Corporations, outstanding at the Effective Time, shall be converted into an aggregate number of five (5) fully paid and non-assessable shares of common stock, par value \$.01 per share, of AmeriPath Florida, to be allocated among the shareholders of the Florida Corporations as provided in Article II of the Merger Agreement attached hereto as

Exhibit A. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and the Merger Agreement, and all property, rights, privileges, policies and franchises of each of Indian River, North Shore and Interpath shall vest in AmeriPath Florida and all debts, liabilities and duties of each of Indian River, North Shore and Interpath shall become the debts, liabilities and duties of AmeriPath Florida, all in accordance with Section 607.1106 and the terms and conditions of the Merger Agreement.

## ARTICLE II

The holders of all of the issued and outstanding shares of capital stock of each of the Corporations (entitled to vote upon the Merger Agreement, had the Merger Agreement been submitted to a vote, pursuant to Section 607.1103 of the FBCA) consented to and authorized the Merger Agreement by unanimous written consent, in accordance with Section 607.0704 of the FBCA on the 28th day of May, 1999.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 21<sup>st</sup> day of May, 1999.

**AMERIPATH FLORIDA, INC.**

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

  
ROBERT P. WYNN, Vice President

**DRS. RODGERS, WHITE AND  
SMITH, M.D., INC.**

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

  
ROBERT P. WYNN, Vice President

**AMERIPATH NORTH SHORE, INC.**

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

  
ROBERT P. WYNN, Vice President

**INTERPATH LABORATORIES, INC.**

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

  
ROBERT P. WYNN, Vice President

The number of shares outstanding that are entitled to vote on the Merger for AmeriPath Florida and each of the Florida Corporations, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Drs. Rodgers, White and Smith, M.D., Inc.	450
AmeriPath North Shore, Inc.	100
Interpath Laboratories, Inc.	600
AmeriPath Florida, Inc.	100

The number of shares of AmeriPath Florida and each of the Florida Corporations, respectively, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Drs. Rodgers, White and Smith, M.D., Inc.	450	0
AmeriPath North Shore, Inc.	100	0
Interpath Laboratories, Inc.	600	0
AmeriPath Florida, Inc.	100	0

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement"), dated and effective as of the \_\_\_\_ day of May, 1999, by and between **AMERIPATH FLORIDA, INC.**, a Florida corporation ("AmeriPath Florida"), and **DRS. RODGERS, WHITE AND SMITH, M.D., INC.** ("Indian River"), **AMERIPATH NORTH SHORE, INC.** ("North Shore"), and **INTERPATH LABORATORIES, INC.** ("Interpath"), each a Florida corporation (collectively, the "Florida Corporations" and, together with AmeriPath Florida, the "Corporations").

### **WITNESSETH:**

**WHEREAS**, the Board of Directors of each of the Corporations has reviewed and considered the terms and provisions of this Merger Agreement and the transactions contemplated hereby, including the merger (the "Merger") of each of the Florida Corporations with and into AmeriPath Florida, with AmeriPath Florida surviving and continuing following the Merger, and each has deemed such agreement and such transactions to be advisable and in the best interests of its shareholders, and submitted same for approval of the shareholders of each such corporation, all in accordance with Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"); and

**WHEREAS**, AmeriPath, Inc., a Delaware corporation ("AmeriPath"), in its capacity as the sole shareholder of each of the Corporations, through action by written consent, has approved this Merger Agreement and the Merger, upon the terms and conditions hereinafter set forth, all in accordance with Section 607.1103 of the FBCA;

**NOW, THEREFORE**, for and in consideration of the premises and the representations, warranties, mutual covenants and agreements herein contained, the parties hereto agree that the terms and conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging shares in connection therewith shall be as follows:

### **ARTICLE I**

#### **THE MERGER**

(a) Subject to and in accordance with the provisions of this Merger Agreement, the Articles of Merger to consummate the Merger as required under the FBCA shall be executed by the appropriate officer(s) of each of the Corporations. The Merger shall become effective at the time of effectiveness (the "Effective Time") specified in Article VI herein. At the Effective Time, (i) each of Indian River, North Shore and Interpath shall be merged with and into AmeriPath Florida on the terms and in accordance with the provisions contained in this Agreement; (ii) the separate corporate existence of each of the Florida Corporations shall cease; (iii) the corporate existence of AmeriPath Florida shall continue under the laws of the State of Florida unaffected and unimpaired by the Merger; and (iv) AmeriPath Florida shall survive and continue following the Merger (AmeriPath Florida, following the Merger, being sometimes referred to herein as the "Surviving Corporation").

(b) If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest the Surviving Corporation with full title to



all properties, assets and rights of the Corporations, the officers of the Corporations, or of each Corporation, as of the Effective Time shall take all such further action.

(c) The Merger shall have the effect as set forth in Section 607.1106 of the FBCA, such that at the Effective Time, all of the assets and properties of each of the Florida Corporations, whether real, personal, or mixed, and whether tangible or intangible, and all of the liabilities and obligations of each of the Florida Corporations, whether fixed or contingent, shall vest in the Surviving Corporation, without any further action of any of the Corporations, and after the Effective Time, the Surviving Corporation shall have all the rights, privileges, immunities and powers of a public as well as a private nature of each of the Florida Corporations. Additionally, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to each of the constituent corporations hereby merged shall be taken and deemed to be transferred to and vested in AmeriPath Florida without further act or deed, and the title to any real estate, or any interest therein, vested in each of the Florida Corporations shall not revert or be in any way impaired by reason of this Merger.

## ARTICLE II

### TERMS OF CONVERSION AND EXCHANGE OF SHARES

At the Effective Time, upon the terms and subject to the conditions set forth herein, all issued and outstanding shares of capital stock of each of the Florida Corporations shall then be converted, without any action on the part of the holders thereof or the Corporations, into an aggregate total of five (5) fully paid and non-assessable shares of common stock, par value \$0.01 per share, of AmeriPath Florida, to be allocated among the shareholders of the Florida Corporations as indicated below.

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Converted To Shares of AmeriPath Florida</u>
Drs. Rodgers, White and Smith, M.D., Inc.	450	1
AmeriPath North Shore, Inc.	100	1
Interpath Laboratories, Inc.	600	1
Total	1150	3

## ARTICLE III

### SHAREHOLDER APPROVAL; FILING OF ARTICLES OF MERGER

(a) The consummation of the Merger shall require the approval of the majority of the shareholders of each of the Corporations. Such approval may be given in any manner permitted by applicable law.

(b) If the Merger is approved as required in paragraph (a) herein, then the appropriate officers of each of the Corporations shall execute the Articles of Merger and, as promptly as possible, shall deliver the Articles of Merger to the Secretary of State for filing in accordance with the provisions of applicable law.

#### **ARTICLE IV**

##### **ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the Articles of Incorporation of the Surviving Corporation at the Effective Time, until thereafter amended in accordance with applicable law and the provisions contained within the Articles of Incorporation of the Surviving Corporation.

The Bylaws of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the Bylaws of the Surviving Corporation at the Effective Time, until thereafter amended in accordance with applicable law, the provisions contained within the Articles of Incorporation and the provisions contained within the Bylaws of the Surviving Corporation.

#### **ARTICLE V**

##### **DIRECTORS AND OFFICERS**

The persons who are the duly elected or appointed directors and officers of AmeriPath Florida, as in effect immediately prior to the Effective Time, shall be and constitute the directors and officers, respectively, of the Surviving Corporation at the Effective Time, and shall hold their respective directorships or offices as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### **ARTICLE VI**

##### **EFFECTIVE TIME OF THE MERGER**

The Effective Time of the Merger shall be the day on which the Articles of Merger are filed with the Secretary of State of the State of Florida, pursuant to the provisions of this Merger Agreement and applicable law. The officers of each Corporation shall take such actions as are necessary to consummate the Merger, in accordance with the terms and conditions of this Merger Agreement.

#### **ARTICLE VII**

##### **MISCELLANEOUS**

(a) This Merger Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall, taken together, constitute but one and the same instrument.

(b) This Merger Agreement, which is made pursuant to Section 607.1101 et seq. of the FBCA, shall be governed by, and construed and enforced in accordance with, the laws of the State of Florida.

(c) It is the intent of the Corporations that this Merger shall constitute a tax free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

**IN WITNESS WHEREOF**, the parties to this Agreement and Plan of Merger have caused them to be duly executed by their respective authorized officers this 28<sup>th</sup> day of May, 1999.

**AMERIPATH FLORIDA, INC.**

By: 

ROBERT P. WYNN, Vice President

**DRS. RODGERS, WHITE AND  
SMITH, M.D., INC.**

By: 

ROBERT P. WYNN, Vice President

**AMERIPATH NORTH SHORE, INC.**

By: 

ROBERT P. WYNN, Vice President

**INTERPATH LABORATORIES, INC.**

By: 

ROBERT P. WYNN, Vice President