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Merger
@ 12/10/14

CHAPMAN, CHAPMAN & CHAPMAN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

1920 GOLF STREET
SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman
Kenneth D. Chapman, Jr.
Forrest Chapman (1892-1967)

Telephone 366-1600
Telefax 366-1601
Area Code (941)

December 2, 2014

Attn: AMENDMENT SECTION
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger; Agreement and Plan of Merger
SCHEURER & JENKINS, D.M.D., P.A. & ARTISTIC DENTAL CONCEPTS, P.A.

Dear Sir/Madam:

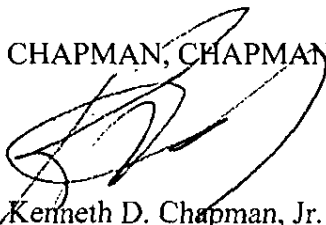
Enclosed for you processing please find the following original executed documents:

1. Articles of Merger of Artistic Dental Concepts, P.A. into Scheurer & Jenkins, D.M.D., P.A.;
2. Agreement and Plan of Merger Scheurer & Jenkins, D.M.D., P.A. and Artistic Dental Concepts, P.A.;
3. Applicable filing fee in the amount of \$70.00 (\$35.00 for the merging entity and \$35.00 for the surviving entity).

Please contact us if you have any questions or need any additional information. Please address any written responses to my attention.

Sincerely,

CHAPMAN, CHAPMAN & CHAPMAN, P.A. ("Firm")



Kenneth D. Chapman, Jr.
For the Firm

KDCJR/ep
Encs.

ARTICLES OF MERGER
OF
ARTISTIC DENTAL CONCEPTS, P.A.,
a Florida professional association
INTO
SCHEURER & JENKINS, D.M.D., P.A.,
a Florida professional association

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -5 AM 10:57

Pursuant to Section 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging ARTISTIC DENTAL CONCEPTS, P.A. into SCHEURER & JENKINS, D.M.D., P.A.:

FIRST: The Plan of Merger attached hereto as Exhibit A was adopted by the board of directors and shareholders of ARTISTIC DENTAL CONCEPTS, P.A.. ("Merging Corporation"), on the 30th day of December, 2013, and was adopted by the board of directors of SCHEURER & JENKINS, D.M.D., P.A., a Florida professional association ("Surviving Corporation"), on the 30th day of December, 2013.

SECOND: The Merger is effective at 12:01 A.M. on December 31, 2013, or the time of filing of these Articles of Merger, as dictated by applicable law ("Effective Date").

THIRD: As provided in the Plan of Merger, the following actions will occur:

(a) The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

(b) The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

(c) The currently issued and outstanding shares of common stock of the Surviving Corporation issued to the shareholders of the Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. The shareholders of the Merging Corporation shall be entitled to receive shares of the Surviving Corporation in accordance with the Plan of Merger.

(d) Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

Prepared by:
Kenneth D. Chapman, Jr.
CHAPMAN, CHAPMAN & CHAPMAN, PA.
1920 Golf Street
Sarasota, Florida 34236

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, *Florida Statutes*.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in this corporate name.

SURVIVING CORPORATION:

SCHEURER & JENKINS, D.M.D, P.A.,
a Florida professional association

By: Monica L. Scheurer
Print Name: Monica L. Scheurer
Title: President

MERGING CORPORATION:

ARTISTIC DENTAL CONCEPTS, P.A.,
a Florida professional association

By: James E. Jenkins
Print Name: James E. Jenkins
Title: President

AGREEMENT AND PLAN OF MERGER

OF

SCHEURER & JENKINS, D.M.D., PA.

(a Florida professional association)

And

ARTISTIC DENTAL CONCEPTS, P.A.

(a Florida professional association)

THIS AGREEMENT AND PLAN OF MERGER dated as of June 15, 2014 (the "Agreement") is between SCHEURER & JENKINS, D.M.D., PA., a Florida professional association ("Scheurer & Jenkins") and ARTISTIC DENTAL CONCEPTS, P.A., a Florida professional association ("Artistic"). Scheurer & Jenkins and Artistic are sometimes referred to herein individually as "party" and collective as "parties" or as the "Constituent Corporations."

RECITALS

A. Scheurer & Jenkins and Artistic are affiliate entities under common ownership and each of which market, sell and provide products and services to financial institutions;

B. Artistic is a professional association duly organized and existing under the laws of the State of Florida and has 1,000 shares of common stock issued and outstanding.

C. Scheurer & Jenkins is a professional association duly organized and existing under the laws of the State of Florida and has 10,000 shares of common stock issued and outstanding.

D. The Board of Directors for each party has determined that it is in the best interests of Scheurer & Jenkins and Artistic for Artistic to be merged into Scheurer & Jenkins and that Scheurer & Jenkins will be the surviving corporate entity, that shareholders of Artistic will become shareholders of Scheurer & Jenkins upon the merger becoming effective, and that each such shareholder will receive one share of Scheurer & Jenkins upon and immediately after the Merger for share of stock owned in Artistic immediately before the Merger.

E. The respective Boards of Directors of Artistic and Scheurer & Jenkins have approved this Agreement and have directed that this Agreement be submitted to a vote of by their respective shareholders and executed by the undersigned Directors/officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Artistic and Scheurer & Jenkins hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. **NAMES OF MERGING CORPORATIONS:** ARTISTIC DENTAL CONCEPTS, P.A. a Florida professional association, shall be merged with and into SCHEURER & JENKINS, D.M.D., PA., a Florida professional association.

2. TERMS AND CONDITIONS OF THE PROPOSED MERGER

2.1. The Merger: In accordance with the provisions of this Agreement and the Florida Business Corporation Act, ARTISTIC shall be merged with and into SCHEURER & JENKINS (the "Merger"), the separate existence of ARTISTIC shall cease and SCHEURER & JENKINS shall survive the Merger and shall continue to be governed by the laws of the State of Florida. The shareholders of ARTISTIC before the Merger shall become Shareholders of SCHEURER & JENKINS after the Merger, and each such shareholder shall receive, in exchange for the shares of stock of ARTISTIC owned by such shareholder immediately prior to the Merger, the number of shares of SCHEURER & JENKINS set forth opposite such shareholder's name on Exhibit A attached hereto ("Merger Consideration"). SCHEURER & JENKINS shall be, and is herein sometimes referred to as, the "Surviving Company." The name of the Surviving Company shall be SCHEURER & JENKINS, D.M.D., P.A. (Artistic and Scheurer & Jenkins are hereinafter sometimes collectively referred to as the "Constituent Corporations.").

2.2. The Surviving Corporation: Upon the Effective Date of the Merger, the separate existence of ARTISTIC shall cease and SCHEURER & JENKINS, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers, physical property, and intellectual property including, but not limited to, all U.S. and foreign patents, whether approved or pending, trademarks, service marks, and trade secrets, as constituted immediately prior to the Effective Date of the Merger, (ii) SCHEURER & JENKINS shall succeed, obtain and assume, without other transfer, all rights, title and interest in all assets, rights, powers and property (real, personal, tangible and intangible) in the same manner as if SCHEURER & JENKINS had itself originally acquired such assets and property in the manner more fully set forth in the Florida Business Corporation Act, (iii) shall be subject to all actions previously taken by its and ARTISTIC's Board of Directors, (iv) to all of the assets, rights, powers and property of SCHEURER & JENKINS, and (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of ARTISTIC in the same manner as if SCHEURER & JENKINS had itself incurred them, all is more fully provided under the applicable provisions of the Florida Business Corporation Act. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

2.3. Articles of Incorporation: The Articles of Incorporation of Scheurer & Jenkins as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

2.4. By-Laws: The By-Laws of Scheurer & Jenkins as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such By-Laws and in accordance with FBCA.

2.5. Directors and Officers: The Board of Directors of the Surviving Corporation shall consist of Monica L. Scheurer and James E. Jenkins and the officers of the Surviving Corporation shall be as follows:

Officers

President

Monica L. Scheurer

Secretary/Treasurer

James E Jenkins

until their successors are elected and qualified.

3. MANNER AND BASIS OF CONVERTING SHARES: The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

At the effective time, by virtue of the Merger, each share of Artistic stock owned by a shareholder shall be converted in the right to receive One (1) share of Scheurer & Jenkins (the "Initial Merger Shares").

At the effective time, all shares of Artistic issued and outstanding immediately prior to the effective time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.

4. APPROVAL BY ARTISTIC SHAREHOLDERS. The Agreement and Plan of Merger was adopted as of the 30th day of December, 2013 pursuant to Section 607.1103 of the Florida Code by the shareholders of Artistic.

5. APPROVAL BY SCHEURER & JENKINS. The Agreement and Plan of Merger was unanimously adopted by all of the directors of Scheurer & Jenkins at a meeting of such directors as of the 30th day of December, 2013, and shareholder approval was not required.

6. FURTHER ASSURANCES. From time to time, as and when required by SCHEURER & JENKINS or by its successors or assigns, there shall be executed and delivered on behalf of ARTISTIC such deeds and other instruments, and there shall be taken or caused to be taken by SCHEURER & JENKINS and ARTISTIC such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by SCHEURER & JENKINS the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ARTISTIC and otherwise to carry out the purposes of this Agreement, and the Board of Directors and officers of SCHEURER & JENKINS are fully authorized in the name and on behalf of ARTISTIC or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

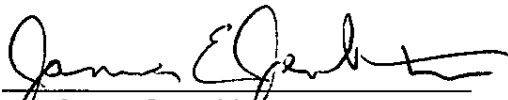
7. EFFECTIVE TIME OF THE MERGER. The Merger shall become effective at 12:01 A.M. on December 31, 2013, unless otherwise dictated by applicable law.

8. **GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

9. **COUNTERPARTS.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of ARTISTIC DENTAL CONCEPTS, P.A., a Florida professional association, and SCHEURER & JENKINS, D.M.D., P.A., a Florida professional association, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

ARTISTIC DENTAL CONCEPTS, P.A.,
a Florida Professional Association

By: 
Name: James E. Jenkins
Title: President

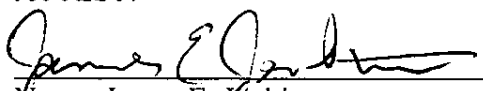
ATTEST:


Name: Monica L. Scheurer
Title: Secretary/Treasurer

SCHEURER & JENKINS, D.M.D., P.A.,
a Florida Professional Association

By: 
Name: Monica L. Scheurer
Title: President

ATTEST:


Name: James E. Jenkins
Title: Secretary/Treasurer