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Division of Corporations
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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)573-3996
Fax Number : (954)208-0845

EFFECTIVE DATE
Feb 28, 2022

SECRETARY OF STATE
TALLAHASSEE, FL

2022 FEB -2 AM 11:00

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

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MERGER OR SHARE EXCHANGE
PREFERRED CARE PARTNERS HOLDING, CORP.

CC
M. L. Gier

Certificate of Status	0
Certified Copy	1
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PLEASE HONOR THE ORIGINAL SUBMISSION DATE OF 2/2/2022, PLEASE NOTE THE EFFECTIVE DATE OF THE MERGER IS 2/28/2022

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ARTICLES OF MERGER

EFFECTIVE DATE

Feb 28, 2022

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Preferred Care Partners Holding, Corp.	FL	Corporation	P96000059044

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Preferred Care Partners Medical Group, Inc.	FL	Corporation	P08000010200

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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2022 FEB -2 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FL

FOURTH: Please check one of the boxes that apply to surviving entity:

☒ This entity exists before the merger and is a domestic filing entity.

This entity exists before the merger and is not authorized to transact business in Florida.

This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.

☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.

☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.

This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

☐ The plan of merger was approved by the shareholders and each separate voting group as required.

☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).



☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

February 28, 2022

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Preferred Care Partners Holding, Corp.		Roger Rodriguez, President
Preferred Care Partners Medical Group, Inc.		Roger Rodriguez, President

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of January 26, 2022, by and between Preferred Care Partners Medical Group, Inc., a Florida corporation ("Merging Corporation"), and Preferred Care Partners Holding, Corp., a Florida corporation ("Surviving Corporation").

WHEREAS, Merging Corporation is a wholly-owned subsidiary of Surviving Corporation; and

WHEREAS, Merging Corporation and Surviving Corporation desire to merge into a single corporation as hereinafter specified.

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby set forth the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, Merging Corporation will be merged with and into Surviving Corporation, and Surviving Corporation shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law (the "Merger").

SECOND, the Merger shall become effective on February 28, 2022, or such later date as the articles of merger (or their equivalent) are filed with and accepted by the Florida Secretary of State (the "Effective Time").

THIRD, the manner and basis of converting the shares of the capital stock of each party to the Merger shall be as follows:

- (a) At the Effective Time, each share of capital stock of Merging Corporation, which is outstanding immediately prior the Merger, shall be cancelled without consideration (along with any certificates representing the same, if any) and all rights in respect thereof shall cease to exist.
- (b) At the Effective Time, each share of capital stock of Surviving Corporation, which is outstanding immediately prior to the Merger, shall continue to be outstanding after the Effective Time of the Merger.


FOURTH, the terms and conditions of the Merger are as follows:

- (a) The Articles of Incorporation of the Surviving Corporation, as they shall exist at the Effective Time of the Merger, shall be and shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.


- (b) The bylaws of the Surviving Corporation, as they shall exist at the Effective Time of the Merger, shall be and continue to be the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed as therein provided.
- (c) The directors and officers of the Surviving Corporation shall remain in office until their successors shall have been elected and qualified.
- (d) Upon the Effective Time of the Merger, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of the Merging Corporation shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instructs and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement to be executed on the date set forth above.

**PREFERRED CARE PARTNERS MEDICAL
GROUP, INC.**

By: 
Heather A. Lang, Assistant Secretary

**PREFERRED CARE PARTNERS HOLDING,
CORP.**

By: 
Heather A. Lang, Assistant Secretary