

P96 00006 2229

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000117915 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 NOV 30 PM 1:41

MERGER OR SHARE EXCHANGE

SCOTT MILL ANIMAL HOSPITAL, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

RECEIVED  
01 NOV 30 AM 10:17  
DIVISION OF CORPORATIONS

*merger*

Electronic Filing Menu

Corporate Filing

Public Access Help

11/30/01

DC

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

VETERINARY CONSORTIUM, INC., a Florida corporation, K47762

INTO

**SCOTT MILL ANIMAL HOSPITAL, INC.**, a Florida entity, P96000062229

File date: November 30, 2001

Corporate Specialist: Darlene Connell

((H01000117915 8))

ARTICLES AND PLAN OF MERGER  
BY AND BETWEEN  
VETERINARY CONSORTIUM, INC.  
AND  
SCOTT MILL ANIMAL HOSPITAL, INC.  
WITH  
SCOTT MILL ANIMAL HOSPITAL, INC.  
AS THE SURVIVING CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 NOV 30 PM 1:41

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 30 day of November, 2001, by and between VETERINARY CONSORTIUM, INC., a Florida corporation, with its principal office located at 3101 Plummer Cove Road, Jacksonville, Florida 32223 and SCOTT MILL ANIMAL HOSPITAL, INC., a Florida corporation, with its principal office located at 3101 Plummer Cove Road, Jacksonville, Florida 32223. In this Agreement, Veterinary Consortium, Inc. and Scott Mill Animal Hospital, Inc. are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation". Scott Mill Animal Hospital, Inc. may also be referred to as the "Surviving Corporation", and Veterinary Consortium, Inc. may be referred to as the "Disappearing Corporation".

WITNESSETH:

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable and generally for the welfare of the Constituent Corporations that the Disappearing Corporation be merged with and into Scott Mill Animal Hospital, Inc., as authorized by sections 607.1101, et seq., Florida Statutes, under and pursuant to the terms and conditions hereinafter set forth and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors, and in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Disappearing Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation merge the Disappearing Corporation with and into it pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said Merger and the mode of carrying the same into effect in the following Articles and Plan of Merger:

ARTICLE I  
Constituent Corporations

The Constituent Corporations are:

(a) VETERINARY CONSORTIUM, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the

((H01000117915 8))

((H01000117915 8))

Department of State of Florida on November 29, 1988, under the name of "Veterinary Consortium, Inc.", has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 300 shares of common stock are presently issued and outstanding, which shall be the Disappearing Corporation.

(b) SCOTT MILL ANIMAL HOSPITAL, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on July 23, 1996, effective as of July 22, 1996, under the name of "Scott Mill Animal Hospital, Inc.", has an authorized capitalization consisting of 15,000 shares of common stock, with a par value of \$1.00 per share, of which 15,000 shares of common stock are presently issued and outstanding, which shall be the Surviving Corporation.

## ARTICLE II

### Merger

At the effective date of the Merger, the Disappearing Corporation shall be merged with and into Scott Mill Animal Hospital, Inc. Upon the approval of the Articles and Plan of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the Merger provided herein shall be effective, and the separate existence of the Disappearing Corporation shall cease (except insofar as it may be continued by statute) as of November 30, 2001 (the "Effective Date"). Scott Mill Animal Hospital, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

## ARTICLE III

### Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the merger.

The Surviving Corporation reserves the right and power after the Effective Date of the Merger to alter, amend, change, or repeal any of the other provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

## ARTICLE IV

### Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

((H01000117915 8))

((H01000117915 8)))

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock, par value of \$1.00 per share of the Disappearing Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into, one share of common stock of the Surviving Corporation, par value of \$1.00 per share, and each outstanding certificate representing shares of common stock of the Disappearing Corporation shall thereupon be deemed for all corporate purposes (other than the payment of dividends, as hereinafter described) to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which such shares the capital stock of the Disappearing Corporation shall have been converted pursuant to this Article.

#### ARTICLE V Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) Until altered, amended, or repealed in the manner now or hereafter prescribed by statute, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be and shall remain and continue to be the Bylaws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

(c) The name of the directors of the Surviving Corporation after the merger, who shall serve until his or her successors have been duly elected or appointed and shall have qualified, or until his or her earlier death, resignation or removal, are as follows:

Allen D. Suggs  
Katherine J. Masse  
Anna Kohlstrung Maxwell

Any vacancies in the Board of Directors shall be filled pursuant to the Bylaws of the Surviving Corporation.

((H01000117915 8)))

((H01000117915 8)))

(d) The principal officers of the Surviving Corporation after the merger, who shall hold office until his successors have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, are as follows:

Allen D. Suggs Vice President  
Katherine J. Masse President, Secretary and Treasurer  
Anna Kohlstrung Maxwell Vice President, Assistant Secretary

(e) The principal office of the Surviving Corporation shall be located at 3101 Plummer Cove Road, Jacksonville, Florida 32223. The name and address of the Registered Agent shall be:

Mary A. Robison  
1 Independent Drive, Suite 2600  
Jacksonville, Florida 32202

(f) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

#### ARTICLE VI Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers, and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers, and franchises of the Disappearing Corporation and all property, real, personal, and mixed, and all debts due to the said Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the said Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real, or otherwise), property, rights, privileges, immunities, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Disappearing Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of said Constituent Corporations, shall thence forth attach to and

((H01000117915 8)))

(H01000117915 8)))

are hereby assumed by the Surviving Corporation, and may be enforced against said Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII  
Date of Authorization of Merger

Pursuant to section 607.1104 of the Florida Statutes, this Plan of Merger was approved by the Board of Directors of the Constituent Corporations on 11/30/01. In accordance with section 607.1104 of the Florida Statutes, the approval of the shareholders of the Constituent Corporations is not required. Furthermore, there are no other shareholders of the Constituent Corporations and there are accordingly no other shareholder of the Constituent Corporation who are entitled to vote and who could dissent from the merger of the Constituent Corporations.

ARTICLE VIII  
Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed by on their behalf by their respective Presidents this 30<sup>th</sup> day of November, 2001.

VETERINARY CONSORTIUM, INC.

By: Katherine J. Masse  
Katherine J. Masse, President

SCOTT MILL ANIMAL HOSPITAL, INC.

By: Katherine J. Masse  
Katherine J. Masse, President

(H01000117915 8)))