#### PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A., a Plorida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Plorida professional service corporation ("Company").

## WITNESSETH

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Conditions of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. Directors and Officers of Surviving Corporation. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:
- a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.
- b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:
  - (i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and
  - (ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.
- c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.
- 7. Effective Date of Merger. The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

Sohn R. Diaz. M.O.

ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A.

Dulce M. Villacampa, M.D.

President

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# P9600075933

ARTICLES OF MERGER Merger Sheet

**MERGING:** 

JOHN R. DIAZ, M.D., P.A., P96000053223, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florids corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

NEGIFIA COMPONATIONS

96 DEC 31 PH 1:55

ARTICLES OF MERGER
OF
JOHN R. DIAZ, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

ELFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, JOHN R. DIAZ, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

#### ARTICLE I Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

# ARTICLE II Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

# ARTICLE III Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.

John R. Diaz. M.A.

JOHN R. DIAZ, M.D., P.A.

By:\_\_\_

John R. Dinz, M.D.

Pasident

## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between JOHN R. DIAZ, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company").

## WITNESSETH:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Conditions of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. <u>Directors and Officers of Surviving Corporation</u>. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. <u>Conversion and Exchange of Shares</u>. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:
- a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.
- b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:
  - (i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and
  - (ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.
- c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.
- 7. Effective Date of Merger. The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

John R. Diaz, 40. D.

JOHN R. DIAZ, M.D., P.A.

John R. Diaz. M. D.

Considers

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ARTICLES OF MERGER Merger Sheet

**MERGING:** 

DULCE M. VILLACAMPA, M.D., P.A., a FL corp., #S91726

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P98000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

SECRETARY OF STATE

ARTICLES OF MERGER
OF
DULCE M. VILLACAMPA, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

96 DEC 31 PM 12: 35

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, DULCE M. VILLACAMPA, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

# ARTICLE I Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

# ARTICLE II Adoption of Pian

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

# ARTICLE III Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

y:\_\_\_

IN R. Diaz, M.D.

DULCE M. VILLACAMPA, M.D., P.A.

Dulco M. Villacampa, M.13/ Preskient

#### PLAN OF MERGER

THIS PLAN OF MENGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between DULCE M. VILLACAMPA, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company").

#### WITNESSETH

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Canditians of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. Directors and Officers of Surviving Corporation. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:
- a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.
- b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:
  - (i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and
  - (ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.
- c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.
- 7. Effective Date of Merger. The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WIEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

anchor Health Centers, P.A.,

By: Archin R. Diaz, M.D.

DULCE M. VILLACAMPA, M.D., P.A.

Dulco M. Villacamos, M.

President

## 0007 Requestor's Name Address 600002049946--7 -01/08/97--01026--001 \*\*\*1050.00 \*\*\*\*122.50 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document 9) (Corporation Name) (Corporation Name) (Document 9) Certified Copy Pick up time 1/2 Mail out Will wait Certificate of Status LI Photocopy THE WHILINGS WINDSHIP ON COLD Profit NonProfit nation of R.A., Officer/ Director Limited Liebility Change of Registered Agent **Domestication** Dissolution/Withdrawal लांग्रहे सम्बद्ध ()(d)(1/2.51(d)(/) 70 FE.DIG OUNTED CANTON **Annual Report** R. AGENT Fictitious Name CERT. COPY 53.50 Limited Partnership CUS Name Reservation OVERPAYMENT\_ Reinstatement TOTAL 122.50 Trademark Other Examinar's Initials

# P96000075933

Merger Sheet

**MERGING:** 

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A., #P93000014818, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF MERGER

96 OEC 31 PM 12: 53

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A. INTO

ANCHOR HEALTH CENTERS, P.A.

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

#### ARTICLE I Plan\_of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

# ARTICLE II Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

# ARTICLE III Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

Abba P. Diaz M.D.

JAD F. NASER, M.D., AND FARIDA GHAZIZADEH, M.D., P.A.

ad F. Naser, M.D.

#### PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company").

#### WITNESSETH

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WREREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Conditions of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. Directors and Officers of Surviving Corporation. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. Conversion and Exchange of Shures. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:
- a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.
- b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:
  - (i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and
  - (ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.
- c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.
- 7. Effective Date of Merger. The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be aigned by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

Jojo R. Dias, M/D

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A.

Jad F. Naser, M.D. President

# 000005 300002049943---7 -01/08/97--01026--001 \*\*\*1050,00 \*\*\*\*122.50 Address 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Certified Copy Pick up time 12 Mail out Will wait Certificate of Status ☐ Photocopy Z NEW FLINGS MANUAL KONKETKA Profit Amendment Resignation of R.A., Officer/ Director NonProfit Limited Liability Change of Registered Agent OVERPA Killed (E JEG 95 Dissolution/Withdrawal Domestication Other Merger (अर्गाने स्वामाऽल RESERVATION/ OUVAIN GALLO **Annual Report** Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark Other : Exeminer's Initials

# 196000075Q33

ARTICLES OF MERGER Merger Sheet

**MERGING:** 

ROBERT E. HANSON, M.D., P.A., #V36907, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

DIVISION OF COMPONATIONS

96 DEC 31 PH 1: 06

## ARTICLES OF MERGER OF ROBERT E. HANSON, M.D., P.A. INTO ANCHOR HEALTH CENTERS, P.A.

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, ROBERT E. HANSON, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

# ARTICLE I

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

# ARTICLE II

The aforesaid Plati of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

# ARTICLE III Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

John/R. Diaz. M.D

By:

Robert E. Hanson, M.D.,

President

#### PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between ROBERT E. HANSON, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company").

#### WITNESSETH

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Conditions of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Survivina Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. Directors and Officers of Surviving Corporation. The duty qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of Company and Target shall be as follows:
- a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.
- b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:
  - (i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and
  - (ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.
- c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.
- 7. Effective Date of Merger. The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

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By:\_\_

John R. Dhiz, M/D

ROBERT\_E. HANSON, M.D., P.A.

By:

Robert E. Hanson, M.D.

President

# BROAD AND CASSEL ATTORNEYS AT LAW

MUDBAY II WIKAB, PA
HIRR WIALL, PA
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PATBUSA I MEMO, PA
U. SAN DIMENT, PA
RUCHABD B MEMALIARI
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August 13, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Anchor Health Center, P.A. (Document # P96000075933)

Ladies and Gentlemen:

Enclosed for filing with the Secretary of State is a Statement of Change of Registered Office or Registered Agent or Both for Corporations and a check in the amount of \$35.00 in payment of the filing fee.

Please acknowledge receipt and filing of the enclosed Statement of Change by stamping and returning to the undersigned the enclosed copy of this letter. A self-addressed envelope is enclosed for your convenience in this regard.

If you should have any questions regarding the enclosed documents, please call us.

Very truly yours,

Howard M. Robinson, Esq. 2

HMR:bd Enclosure N

601000 (2000) 2000 (2000)



August 25, 1997

BROAD AND CASSEL % HOWARD ROBINSON P.O. BOX 4961 ORLANDO, FL 32801

SUBJECT: ANCHOR HEALTH CENTERS, P.A.

Ref. Number: P96000075933

We have received your document for ANCHOR HEALTH CENTERS, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain Corporate Specialist

Letter Number: 797A00042764

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 607.0502 or 621.13, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is ANCHOR HEALTH CENTERS.P.A..
- 1b. Date of incorporation: September 12, 1996

Document Number: P96000075933

The name and address of the current registered agent and office;

F&L Corp.
The Greenleaf Building, 3rd Floor, 200 Laura Street,
Jacksonville, FL 32801

The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

B&C Corporate Services of Central Florida, Inc. 390 N. Orange Ave., Suite 1100 Orlando, FL 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

\$IGNATURE -7/31/47 PAUL JONES Je mo ste Resider

Typed or printed name and title 55 3

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

B& C Corporate Services of Central Florida, Inc. (Registered Agent)

T. Burlon Sprake

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE \$35.00

8