

P96000081721

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

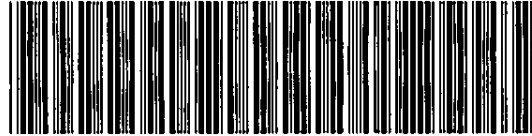
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/05/15--01018--016 **78.75

effective date 01/05/2015

FILED
15 JAN -5 PM 12:54
SECRETARY OF FINANCE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Brandon Equine Medical Center, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Paul C. Jensen

Contact Person

Paul C. Jensen, Attorney-At-Law

Firm/Company

2001 16th Street North

Address

St. Petersburg, FL 33704

City, State and Zip Code

paul@jensentaxlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul C. Jensen

Name of Contact Person

at (727) 825-0099

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

FILED
15 JAN -5 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FL 32301

PAUL C. JENSEN

ATTORNEY AT LAW

2001 16th Street North

St. Petersburg, FL 33704

Phone: (727) 825-0099 • Facsimile: (727) 825-0052

Toll Free: (866) 606-2LAW (2529)

January 20, 2015

Ms. Diane Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Cushing:

Please find enclosed merger documents for Brandon Equine Medical Center, Inc. and correspondence from your office dated January 13, 2015.

Please file the merger documents effective January 5, 2015, the date of your office's original receipt.

If you have any questions concerning this correspondence or the enclosures, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul", with a horizontal line extending from the end of the name.

Paul C. Jensen

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2015

PAUL C JENSEN
PAUL C JENSEN, ATTORNEY AT LAW
2001 16TH STREET NORTH
ST PETERSBURG, FL 33704

SUBJECT: BRANDON EQUINE MEDICAL CENTER, INC.
Ref. Number: P96000081721

We have received your document for BRANDON EQUINE MEDICAL CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

This merger was received in our office on January 5th.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 515A00000662

RECEIVED
15 JAN 26 PM 1:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
15 JAN -5 PM 12:54
SECRETARY
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Surgi-Care Center for Horses Ambulatory Service, LLC	Florida	Limited Liability Company
		209-38202

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Brandon Equine Medical Center, Inc.	Florida	Corporation
		896-81721

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:
January 5, 2015

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Brandon Equine Medical Center, Inc.	<u>K. Leann Kuebelbeck</u>	K. Leann Kuebelbeck
Surgi-Care Center for Horses Ambulatory Service, LLC	<u>K. Leann Kuebelbeck</u>	K. Leann Kuebelbeck

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FILED
15 JAN -5 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Surgi-Care Center for Horses Ambulatory Service, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Brandon Equine Medical Center, Inc.	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

See attached.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not applicable.

(Attach additional sheet if necessary)

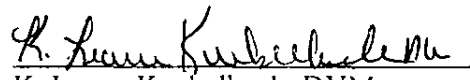
**CONSENT IN LIEU OF SPECIAL MEETING
OF MEMBERS OF
SURGI-CARE CENTER FOR HORSES AMBULATORY SERVICE, LLC**

The undersigned, being the sole member (the "Member") of Surgi-Care Center for Horses Ambulatory Service, LLC (the "Company"), a Florida Limited Liability Company, acting without meeting, hereby consents to and unanimously ratifies the following resolutions adopted by the Company as hereafter stated:

RESOLVED, the Company hereby adopts a plan of merger with the following terms:

- 1) The Company shall merge with Brandon Equine Medical Center, Inc. ("BEMC"), a Florida Corporation, and BEMC shall be the surviving entity.
- 2) The effective date of the merger shall be January 5, 2015 (the "Effective Date").
- 3) Upon the Effective Date, the sole shareholder (the "Shareholder") of BMEC shall surrender to the President of BMEC all one hundred (100) currently outstanding shares in BMEC and the Shareholder shall immediately thereafter receive fifty (50) common shares of BMEC.
- 4) Upon the Effective Date, the Member of the Company shall surrender to the President of BMEC all one hundred (100) currently outstanding membership units in the Company and the Member shall immediately thereafter receive fifty (50) common shares of BMEC.
- 5) Subsequent to the merger, the President of BMEC shall promptly issue to both the Shareholder and to the Member an executed stock certificate certifying BMEC's issuance of fifty (50) common shares received pursuant to the plan of merger.
- 6) Neither the Shareholder nor the Member shall have any other rights to acquire any shares of BMEC pursuant to the plan of merger.

Dated: December 1, 2014


K. Leann Kuebelbeck, DVM
Member


**CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS OF
BRANDON EQUINE MEDICAL CENTER, INC.**

The undersigned, being the sole shareholder (the "Shareholder") of Brandon Equine Medical Center, Inc. (the "Corporation"), a Florida Corporation, acting without meeting, hereby consents to and unanimously ratifies the following resolutions adopted by the Corporation as hereafter stated:

RESOLVED, the Corporation hereby adopts a plan of merger with the following terms:

- 1) The Corporation shall merge with Surgi-Care Center for Horses Ambulatory Service, LLC, ("Surgi-Care"), a Florida Limited Liability Company, and the Corporation shall be the surviving entity.
- 2) The effective date of the merger shall be January 5, 2015 (the Effective Date).
- 3) Upon the Effective Date, the Shareholder of the Corporation shall surrender to the President of the Corporation all one hundred (100) currently outstanding shares in the Corporation and the Shareholder shall immediately thereafter receive fifty (50) common shares of the Corporation.
- 4) Upon the Effective Date, the sole member (the "Member") of Surgi-Care shall surrender to the President of the Corporation all one hundred (100) currently outstanding membership units in Surgi-Care and the Member shall immediately thereafter receive fifty (50) common shares of the Corporation.
- 5) Subsequent to the merger, the President of the Corporation shall promptly issue to both the Shareholder and to the Member an executed stock certificate certifying the Corporation's issuance of fifty (50) common shares received pursuant to the plan of merger.
- 6) Neither the Shareholder nor the Member shall have any other rights to acquire any shares of the Corporation pursuant to the plan of merger.

Dated: December 1, 2014


K. Leann Kuebelbeck, DVM
Shareholder