

P96000087285

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FORT LAUDERDALE HEMODIALYSIS, INC., a Florida corporation,  
P9500004583

INTO

FORT LAUDERDALE DIALYSIS FACILITY CORP., a Florida corporation,  
P96000087285

File date: December 20, 1996

Corporate Specialist: Linda Stitt

DEC-16 1996

KRAMER GREEN ZUCKERMAN

FAX (305) 966-2112

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**ARTICLES OF MERGER**

Pursuant to §607.1105 of the Florida Business Corporation Act, FORT LAUDERDALE DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and FORT LAUDERDALE HEMODIALYSIS, INC., both of the foregoing being Florida corporations do hereby adopt the following Articles of Merger for the purpose of merging FORT LAUDERDALE HEMODIALYSIS, INC. into FORT LAUDERDALE DIALYSIS FACILITY CORP., the latter of which is to survive the merger:

**ARTICLE I**

That certain Plan of Merger, attached to and made a part of this instrument, was duly approved by resolution of the shareholders and directors of FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE DIALYSIS FACILITY CORP. on the 18th day of November, 1996.

**ARTICLE II**

All of the shareholders of FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE DIALYSIS FACILITY CORP., by written waivers, have waived their rights under the statutory requirement for mailing the Plan of Merger and notice of rights of dissenting shareholders under §607.1320 of the Florida Business Corporation Act.

Prepared by: Mitchell F. Green, Esq., Bar No. 358789, KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be  
duly executed by their respective authorized officers.

FORT LAUDERDALE HEMODIALYSIS, INC.,  
a Florida Corporation

By: 

LAWRENCE R. SPIRA, M.D., President

FORT LAUDERDALE DIALYSIS FACILITY CORP.  
a Florida Corporation

By: 

LAWRENCE R. SPIRA, M.D., President

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TALLAHASSEE, FLORIDAPLAN OF MERGER

PLAN OF MERGER of FORT LAUDERDALE DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and FORT LAUDERDALE HEMODIALYSIS, INC., said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

ARTICLE IMERGER

1.1. Pursuant to §607.1101 of the Florida Business Corporation Act, FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE DIALYSIS FACILITY CORP. shall be as of the Effective Date (as defined in Section 1.3 hereof), merged into a single surviving corporation, which shall be FORT LAUDERDALE DIALYSIS FACILITY CORP., one of the Constituent Corporations, which shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of this State.

1.2. The requisite documents shall be filed with the Department of State of Florida in order to consummate the merger in accordance with the laws of this State.

1.3. The merger shall become effective as of the date the Articles of Merger are filed with the Department of State. The date upon which the merger shall become effective, as defined by this Section 1.3, is referred to in this Plan as the "Effective date."

1.4. The merger shall become effective, for purposes of federal income taxation, as of the date the Articles of Merger are filed with the Department of State.

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**ARTICLE II****NAME AND CONTINUED CORPORATE EXISTENCE****OF SURVIVING CORPORATION**

2.1. The identity, existence, purposes, powers, objects, franchises, rights, and immunities of FORT LAUDERDALE DIALYSIS FACILITY CORP., the Constituent Corporation whose corporate existence is to survive this merger and continue thereafter as the Surviving Corporation, shall continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, objects, franchises, rights and Immunities of FORT LAUDERDALE HEMODIALYSIS, INC. shall be wholly merged into FORT LAUDERDALE DIALYSIS FACILITY CORP., and shall be fully vested therewith. On the Effective Date, the separate existence of FORT LAUDERDALE HEMODIALYSIS, INC., except insofar as continued by statute, shall cease.

**ARTICLE III****ARTICLES OF INCORPORATION OF****SURVIVING CORPORATION**

3.1. On and after the Effective Date, the Articles of Incorporation of the Surviving Corporation in effect on the Effective date, as amended, shall be continued in all respects until amended, altered, or restated as provided by law.

**ARTICLE IV****BYLAWS OF SURVIVING CORPORATION**

4.1. On and after the Effective Date, the ByLaws of the Surviving Corporation in effect on the Effective Date shall remain in effect until the same shall be altered, amended,

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or repealed, or until new ByLaws shall be adopted, in accordance with the provisions of law, the ByLaws or the Articles of Incorporation of the Surviving Corporation.

**ARTICLE V**

**DIRECTORS AND OFFICERS OF**

**SURVIVING CORPORATION**

5.1. The number of directors of the Surviving Corporation shall be fixed by the ByLaws and may be altered from time to time as provided in the ByLaws or Articles of Incorporation of the Surviving Corporation, and the board of directors of FORT LAUDERDALE DIALYSIS FACILITY CORP. in office prior to the Effective Date shall remain the board of directors of the Surviving Corporation and shall hold office until their successors shall have been duly elected and shall have qualified, or as otherwise provided in the Articles of Incorporation or ByLaws of the Surviving Corporation.

5.2. The officers of Surviving Corporation who shall hold office until their successors shall have been elected or appointed and shall have qualified, or as otherwise provided in the ByLaws of the Surviving Corporation, shall be as follows:

President: LAWRENCE R. SPIRA, MD.

Secretary: VICKI BURRIER

Treasurer: VICKI BURRIER



**ARTICLE VI****CAPITAL STOCK OF SURVIVING CORPORATION**

6.1. The authorized capital stock of the Surviving Corporation on the Effective date shall be 7500 shares of common stock having \$1.00 par value.

**ARTICLE VII****CONVERSION OF SECURITIES ON MERGER**

7.1. The manner and basis of causing the shares of each of the Constituent Corporations to constitute or be converted into shares of the Surviving Corporation shall be as follows: the shares of FORT LAUDERDALE HEMODIALYSIS, INC. stock heretofore issued and outstanding shall be surrendered by its shareholders for cancellation. The Surviving Corporation shall issue an additional One Hundred (100) shares of stock to LAWRENCE R. SPIRA, M.D.

7.2. All shares of the Surviving Corporation's stock issued pursuant to the merger shall be deemed fully paid and non-assessable.

**ARTICLE VIII****ASSETS AND LIABILITIES**

8.1. On the Effective Date, all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account (except any debts owing by one of the Constituent Corporations to the other Constituent Corporation, which debts shall be cancelled and discharged in full by the merger), and all and every other interest of or belonging to either of the Constituent Corporations shall be taken by and deemed to be



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transferred to and vested in the Surviving Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Surviving Corporation as it was of the respective Constituent Corporations, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in any of the Constituent Corporations 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 the property of either of the Constituent Corporations shall be preserved unimpaired and any debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with the creditors. Any action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of any Constituent Corporation. Officers and shareholders of the Constituent Corporations shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to confirm and vest in the Surviving Corporation or its successors and assigns, title to and possession of all the aforesaid property and rights and otherwise carry out the intent and purposes of this Plan of Merger.

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8.2 This transaction is intended to qualify as a reorganization, as defined in Section 368(a)(1) of the Internal Revenue Code of 1954, as amended. Accordingly, on and after the Effective Date, the books and records of the Surviving Corporation shall be maintained in such a manner as to appropriately reflect a consummation of the aforescribed reorganization and all reports required to be filed with Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

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