

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

Boynton Oral & Maxillofacial Surgery and Implant Cen

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March 25, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER
3695 BOYNTON BEACH BLVD., STE. 1
BOYNTON BEACH, FL 33436

SUBJECT: BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.
REF: P97000079623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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

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Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H08000074781
Letter Number: 408A00017625

3/25/08

See attached Plan of Merger.

Thank-you

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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~~SECRET~~
ARTICLES OF MERGER
~~TALLAHASSEE~~

Pursuant to §607.1106 of the Florida Business Corporation Act, **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.** (hereinafter and sometimes referred to as the "Surviving Corporation"), and **GARY J. WAYNE, D.M.D., P.A.**, both of the foregoing being Florida corporations do hereby adopt the following Articles of Merger for the purpose of merging **GARY J. WAYNE, D.M.D., P.A.** into **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.**, 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 **GARY J. WAYNE, D.M.D., P.A.** and the Surviving Corporation on the 19 day of MAR, 2008.

ARTICLE II

All of the shareholders of **GARY J. WAYNE, D.M.D., P.A.** and the Surviving Corporation, 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.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed by their respective authorized officer.

DATED: 3/19, 2008.

GARY J. WAYNE, D.M.D., P.A.

By: 

GARY J. WAYNE, President

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TALLAHASSEE, FLORIDA

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BOYNTON ORAL & MAXILLOFACIAL
SURGERY AND IMPLANT CENTER, P.A.

By: 

DAVID M. FEINERMAN, President

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PLAN OF MERGER

PLAN OF MERGER of **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.** (hereinafter and sometimes referred to as the "Surviving Corporation"), and **GARY J. WAYNE, D.M.D., P.A.**, said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

ARTICLE I**MERGER**

1.1. Pursuant to §607.1101 of the Florida Business Corporation Act, **GARY J. WAYNE, D.M.D., P.A.** and **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.** shall be as of the Effective Date (as defined in Section 1.3 hereof), merged into a single surviving corporation, which shall be **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.**, 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. Notwithstanding the Effective Date, the parties agree that all revenue and expenses of the Constituent Corporations effective September 17, 2007, shall be treated as revenue or expenses of the Surviving Corporation.

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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 **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.**, 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 **GARY J. WAYNE, D.M.D., P.A.** shall be wholly merged into **BOYNTON ORAL & MAXILLOFACIAL SURGERY AND IMPLANT CENTER, P.A.**, and shall be fully vested therewith. On the Effective Date, the separate existence of **GARY J. WAYNE, D.M.D., P.A.**, 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.

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ARTICLE IV**BY LAWS OF SURVIVING CORPORATION**

4.1. On and after the Effective Date, the By laws of the Surviving Corporation in effect on the Effective Date shall remain in effect until the same shall be altered, amended, or repealed, or until new By laws shall be adopted, in accordance with the provisions of law, the By laws 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 By laws and may be altered from time to time as provided in the By laws or Articles of Incorporation of the Surviving Corporation. **DAVID M. FEINERMAN** and **GARY J. WAYNE**, shall be a Director 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 By laws 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 By laws of the Surviving Corporation, shall be as follows:

President:	DAVID M. FEINERMAN
Vice President:	GARY J. WAYNE
Secretary:	GARY J. WAYNE
Treasurer:	DAVID M. FEINERMAN

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ARTICLE VI**CAPITAL STOCK OF SURVIVING CORPORATION**

6.1. The authorized capital stock of the Surviving Corporation on the Effective Date shall be 1,000 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: all of the shares of **GARY J. WAYNE, D.M.D., P.A.** stock heretofore issued and outstanding shall be surrendered by its shareholder for cancellation. The Surviving Corporation shall issue an additional 100 shares of its stock to **GARY J. WAYNE**, so that **GARY J. WAYNE** and **DAVID M. FEINERMAN** shall be equal shareholders in the Surviving Corporation.

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**

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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 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. The parties agree to defer their decision for thirty (30) days relating to the continuation or termination of their qualified retirement plans pending recommendations from their advisors. 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

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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.

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.

Executed this 19 day of March, 2008.

BOYNTON ORAL & MAXILLOFACIAL
SURGERY AND IMPLANT CENTER, P.A.

By: 

DAVID M. FEINERMAN, President

GARY J. WAYNE, D.M.D., P.A.

By: 

GARY J. WAYNE, President

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