

Division of Corporations

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P97000098290

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

PINNACLE MEDICAL GROUP, P.A.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MANATEE SURGICAL ASSOCIATES, P.A., a Florida corp., 600733

INTO

PINNACLE MEDICAL GROUP, P.A., a Florida entity, P97000098290

File date: June 7, 2001

Corporate Specialist: Susan Payne

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER/SHARE EXCHANGE
OF
Manatee Surgical Associates, P.A., a Florida Corporation
into
Pinnacle Medical Group, P. A., a Florida Corporation

ARTICLES OF MERGER between Manatee Surgical Associates, P.A., a Florida Corporation
("Manatee") and Pinnacle Medical Group, P. A., a Florida corporation ("Pinnacle").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Manatee and
Pinnacle adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 20, 2000, as amended, ("Plan of
Merger"), between Manatee and Pinnacle was approved and adopted by the shareholders of Manatee on
December 20, 2000 and was adopted by the shareholders of Pinnacle on December 20, 2000 and
amended on February 28, 2001 and March 31, 2001.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Manatee' stock will
be acquired by means of a merger of Manatee into Pinnacle with Pinnacle the surviving corporation
("Merger").

3. The Plan of Merger, as amended, is attached as Exhibit A and incorporated by reference
as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the
Merger shall be on the later of May 31, 2001 or the filing of these articles.

IN WITNESS WHEREOF, the parties have set their hands this May 31, 2001.

ATTEST:

(Corporate Seal)

Manatee Surgical Associates, P.A.,
a Florida corporation

By: 

President

ATTEST:

(Corporate Seal)

Pinnacle Medical Group, P. A.
a Florida corporation

By: 

President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this June 6, 2001 by George R.
McSwain, the President of Manatee Surgical Associates, P.A., a Florida Corporation, on behalf of the
corporation. He

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- ☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____

and did not take an oath.

Signature:

Elaine E. Schneider

NOTARY PUBLIC, State of Florida at Large

Typed name: Elaine E. Schneider

My Commission Expires: 10-27-2004

My Commission No.: CC 970121

(Affix Notary Seal)



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this June 06, 2001 by Marc S. Kallins, the President of Pinnacle Medical Group, P. A., a Florida corporation, on behalf of the corporation. He

- ☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____

and did not take an oath.

Signature:

Cynthia Dianne Dillingham

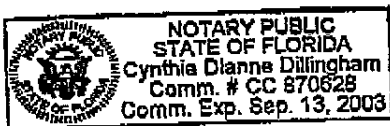
NOTARY PUBLIC, State of Florida at Large

Typed name: CYNTHIA DIANNE DILLINGHAM

My Commission Expires: 9/13/03

My Commission No.: CC 870628

(Affix Notary Seal)



ADM.DOC

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AGREEMENT TO ADOPT PLAN OF MERGER

This Agreement is entered into this 20th day of December, 2000, between Pinnacle Medical Group, P.A. (herein Pinnacle), and James N. Ganey, G.R. McSwain, Vincent Milazzo and John V. Milazzo (herein Doctors) and Manatee Surgical Associates, P.A., a Florida Corporation (herein Manatee Surgical).

WITNESSETH:

WHEREAS, Pinnacle is a Florida Professional Services Corporation delivering medical services in the Sarasota and Manatee County communities; and

WHEREAS, Doctors are medical doctors engaged in the practice of general and vascular surgery in the Manatee County area; and

WHEREAS, Doctors are the sole shareholders and sole physician employees of Manatee Surgical; and

WHEREAS, Pinnacle and Manatee Surgical have reached an agreement for merger to merge Manatee Surgical into Pinnacle, with Pinnacle being the surviving corporation and the parties desire to set forth certain obligations of Doctors and certain representations and warranties of the parties that are the basis for inducing this agreement; and

WHEREAS, the parties desire to set forth certain obligations of Doctors that will take place following the merger.

NOW THEREFORE, in consideration of ten dollars (\$10.00), and other good and valuable considerations the parties agree as follows:

1. **Recitals.** The foregoing recitals are incorporated into this Agreement and made a part hereof.
2. **Representations and Warranties.** As an inducement to enter into the merger, Doctors and Manatee Surgical hereby make the following representations and warranties to Pinnacle:
 - a. **Taxes** - Manatee Surgical has furnished copies of income tax returns for Manatee Surgical for tax years ending December 31, 1997, December 31, 1998 and December 31, 1999, which are complete and accurate in all respects and show all liabilities for income taxes for the corporation and all income for the corporation required to be disclosed under the Internal Revenue Code. Manatee Surgical has paid, or caused to be paid, all applicable FICA, SUTA, and other federal withholding taxes for all tax years since the 1995, through the date of this Agreement. Manatee Surgical has paid, or caused to be paid, any and all sales taxes, franchise taxes, occupational licenses, and other charges imposed by any governmental authority arising out of the occupancy of the property by Manatee Surgical for the conduct of the medical practice of surgery and there is no tax, charge, or other obligation due to any governmental authority arising out of the occupancy or use or operation of the medical practice by James N. Ganey, G.R. McSwain, Vincent Milazzo and John V. Milazzo and Manatee Surgical. Manatee Surgical has filed, or caused to be filed, all applicable state income taxes and tangible and intangible personal property taxes related to or associated with the operation and conduct of the practice of medicine by Doctors and Manatee Surgical through the date of this Agreement. As of the date of this Agreement, neither Doctors, nor Manatee Surgical, has received any notification of any assessment for any taxes from any governmental authority

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arising out of or in connection with the conduct of the practice of medicine or the operation conducted by Manatee Surgical. In addition, neither Doctors nor Manatee Surgical is aware of any potential claim for outstanding taxes, charges, or other obligations or impositions to any governmental authority arising out of Manatee Surgical's operations or Doctors' practice of medicine.

b. Stock - Doctors own one hundred percent (100%) of the outstanding stock of Manatee Surgical and there are no contracts for purchase of any shares of stock in Manatee Surgical, there is no phantom stock outstanding in Manatee Surgical, nor are there any other options, warrants, or other rights to purchase or receive an equitable interest, whether voting or non voting, in Manatee Surgical. There are only 648 shares of stock outstanding in Manatee Surgical.

c. Property - Manatee Surgical owns the equipment listed on Exhibit A attached to this Agreement and made a part hereof, free and clear of all liens and encumbrances.

d. Contracts - Neither Manatee Surgical nor Doctors are a party to any agreement, obligation, covenant, indenture, or contract obligating Doctors or Manatee Surgical for the payment of any funds to any party other than those set forth in Exhibit B. As of the date of the adoption of the merger, Manatee Surgical shall not be liable under any guarantee or note or other contract to any lending institution, equipment rental entity, or other person except as set forth specifically on Exhibit C attached hereto and made a part hereof. All mal-practice policies are in full force and effect for Doctors and for Manatee Surgical and all premiums have been fully paid on such policies.

e. Claims - Doctors and Manatee Surgical hereby warrant and represent that there is not presently pending any action or claim against Doctors or Manatee Surgical alleging professional negligence or other malpractice, nor has any judgment been rendered or settlement paid in such an action or in response to such a claim within the past five years other than those set forth on Exhibit D. Each Doctor has a fully accredited license to practice medicine as required by Florida law and no action has been undertaken by the State of Florida or other credentialing authorities to suspend, curtail, or revoke the medical license of any Doctor, nor is any Doctor aware of any action or petition filed to suspend, curtail, or revoke the medical license of any Doctor. Neither Doctors nor Manatee Surgical are aware of any complaint, lawsuit, claim, or other civil, arbitrational, or administrative action against any Doctor or Manatee Surgical except as set forth on Exhibit E.

3. Plan of Merger. Manatee Surgical, and Pinnacle shall cause the Plan of Merger set forth on Exhibit F to be adopted by the respective shareholders of Pinnacle and Manatee Surgical.

4. Post Merger Actions. Upon adoption of the merger, each Doctor shall enter into an employment agreement in the form attached hereto as Exhibit G, shall execute a Guarantee Agreement for the obligations of Pinnacle to SunTrust Bank, N.A., in the form attached hereto as Exhibit H, shall execute a joinder in the existing shareholders agreement for Pinnacle in the form attached hereto as Exhibit I, shall immediately turn over all deposit books, check books, billing records, and other corporate property to the officers of Pinnacle designated by Pinnacle's Board of Directors and shall immediately execute such applications as are necessary to establish uniform billing practices and collection practices consistent with corporate policies enacted by the Board of Directors of Pinnacle. All insurance refunds, rebates, and other assets of Manatee Surgical shall immediately become the property of Pinnacle upon completion of the merger.

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5. **Indemnity.** Doctors and Manatee Surgical hereby agree, jointly and severally, to indemnify and hold Pinnacle harmless for any and all damages arising out of any breach of any warranty or representation made in this Agreement or the assertion of any undisclosed claim not set forth on the schedules attached to this Agreement.

IN WITNESS WHEREOF, the parties have executed, or caused this Agreement to be executed this 20th day of December, 2000.

Signed, sealed and delivered
in the presence of:

[Signature]
Print name: Ann F. Nowak

[Signature]
Print name: Eileen Thagg Shelton

[Signature]
Print name: Marla McLeod
[Signature]
Print name: Sylvia Martinez

[Signature]
Print name: Marla McLeod
[Signature]
Print name: Sylvia Martinez

[Signature]
Print name: Marla McLeod
[Signature]
Print name: Sylvia Martinez

[Signature]
Print name: Marla McLeod
[Signature]
Print name: Sylvia Martinez

[Signature]
Print name: Marla McLeod
[Signature]
Print name: Sylvia Martinez

PINNACLE MEDICAL GROUP, P.A.

By: [Signature]
Its: President

[Signature]
James N. Ganey

[Signature]
G.R. McSwain

[Signature]
Vincent Milazzo

[Signature]
John V. Milazzo

Manatee Surgical Associates, P.A.,
a Florida Corporation

By: [Signature]
Its: President

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AMENDMENT TO PLAN OF MERGER BETWEEN
Manatee Surgical Associates, P.A., a Florida Corporation
AND
Pinnacle Medical Group, P. A., a Florida Corporation

WHEREAS, the parties entered into an Agreement to adopt a Plan of Merger dated effective the 20 day of December, 2000, which provided for a consummation of the merger no later than March 1, 2001, pursuant to Paragraph 6 of the Plan of Merger; and

WHEREAS, the parties agree that the filing with the Florida Secretary of State and the effective date of the Plan of Merger needs to be extended; and

NOW, THEREFORE, Manatee Surgical Associates, P.A., and Pinnacle Medical Group, P.A., hereby agree to an amendment to the Plan of Merger to restate Paragraph 6 as follows:

Filing with the Florida Secretary of State - Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be no later than April 1, 2001.

In all other respects, the parties reaffirm the terms and conditions of the Plan of Merger.

Dated this 21 day of February, 2001.

Signed, sealed and delivered
in the presence of:

Cynthia C. Pillsbury
Print name: CYNTHIA C. PILSBURY
Sanjay V. Thiruvaj
Print name: Sanjay Thiruvaj

PINNACLE MEDICAL GROUP, P.A.

By: [Signature]
Its: President

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Manatee Surgical Associates, P.A.,
a Florida Corporation

By: George R. McSwain
Its: President

Print name: _____

Print name: _____

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this February 24, 2001 by Marc S. Kallins, the President of Pinnacle Medical Group, P. A., a Florida corporation, on behalf of the corporation. He

☒ is personally known to me; or

☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or

☐ produced the following identification: _____

and did not take an oath.

Signature:

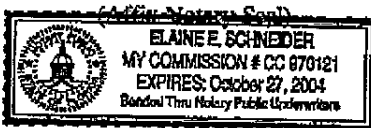
Elaine E. Schneider

NOTARY PUBLIC, State of Florida at Large

Typed name: Elaine E. Schneider

My Commission Expires: 10/27/04

My Commission No.: CC 970121



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this February 24, 2001 by George R. McSwain, the President of Manatee Surgical Associates, P.A., a Florida Corporation, on behalf of the corporation. He

☒ is personally known to me; or

☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or

☐ produced the following identification: _____

and did not take an oath.

Signature:

Elaine E. Schneider

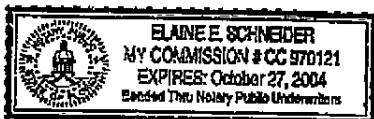
NOTARY PUBLIC, State of Florida at Large

Typed name: Elaine E. Schneider

My Commission Expires: 10/27/04

My Commission No.: CC 970121

(Affix Notary Seal)



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SECOND AMENDMENT TO PLAN OF MERGER BETWEEN
Manatee Surgical Associates, P.A., a Florida Corporation
AND
Pinnacle Medical Group, P. A., a Florida Corporation

WHEREAS, the parties entered into an Agreement to adopt a Plan of Merger dated effective the 20 day of December, 2000, and amended on February 28, 2001 which provided for a consummation of the merger no later than April 1, 2001, pursuant to Paragraph 6 of the Plan of Merger; and

WHEREAS, the parties agree that the filing with the Florida Secretary of State and the effective date of the Plan of Merger needs to be extended; and


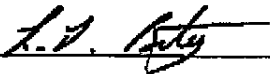
NOW, THEREFORE, Manatee Surgical Associates, P.A., and Pinnacle Medical Group, P.A., hereby agree to an amendment to the Plan of Merger to restate Paragraph 6 as follows:

Filing with the Florida Secretary of State - Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be no later than the later of the filing date or May 31, 2001, which ever last occurs.

In all other respects, the parties reaffirm the terms and conditions of the Plan of Merger.

Dated effective this March 31, 2001.

Signed, sealed and delivered
in the presence of:


Print name: Wm. F. Nowinski


PINNACLE MEDICAL GROUP, P.A.

By: 
Its. President

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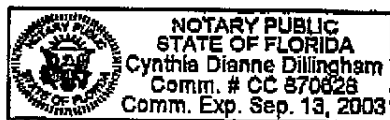
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Print name: R. TODD BATESManatee Surgical Associates, P.A.,
a Florida CorporationPrint name: Ray F. HOWARDBy: George R. McSwain
Its: PresidentPrint name: R. TODD BATESSTATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this June 6, 2001 by Marc S. Kallins, the President of Pinnacle Medical Group, P. A., a Florida corporation, on behalf of the corporation. He

☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____
 and did not take an oath.

(Affix Notary Seal)



Signature:

Cynthia Dianne Dillingham

NOTARY PUBLIC, State of Florida at Large

Typed name: CYNTHIA DIANNE DILLINGHAMMy Commission Expires: 9/13/2003My Commission No.: CC 870628STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this June 6 2001 by George R. McSwain, the President of Manatee Surgical Associates, P.A., a Florida Corporation, on behalf of the corporation. He

☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____
 and did not take an oath.

(Affix Notary Seal)



Signature:

Elaine E. Schneider

NOTARY PUBLIC, State of Florida at Large

Typed name:

My Commission Expires:

10-27-2004

My Commission No.:

CC 970121

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