

P97000107045

(Requestor's Name)

(Address)

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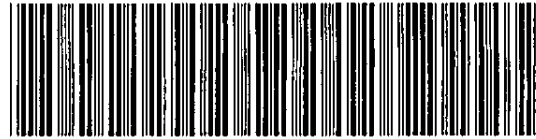
(Business Entity Name)

(Document Number)

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merger

RECEIVED
FEB 18 PM 2:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
SUFFICIENCY OFFICE

FILED
FEB 18 PM 2:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FEB 19 2016
A RAMSEY

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 021167 7838690

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 183.75

ORDER DATE : February 18, 2016

ORDER TIME : 11:40 AM

ORDER NO. : 021167-005

CUSTOMER NO: 7838690

ARTICLES OF MERGER

ROBERT HOCHSTEIN, P.A. ET.AL

INTO

COUNTY LINE CHIROPRACTIC
CENTER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: County Line Chiropractic Center, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Aaron Hill

(Contact Person)

DLA Piper LLP (US)

(Firm/Company)

500 8th Street NW

(Address)

Washington, DC 20004

(City/State and Zip Code)

For further information concerning this matter, please call:

Aaron Hill

(Name of Contact Person)

At (202) 799-4219

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your documents if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED

ARTICLES OF MERGER

16 FEB 16 PM 2:55

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation (the "Surviving Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
COUNTY LINE CHIROPRACTIC CENTER, INC.	Florida	P97000107045

SECOND: The name and jurisdiction of each merging corporation (the "Merging Corporations"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ROBERT HOCHSTEIN, P.A.	Florida	P99000089882
COUNTY LINE CHIROPRACTIC UNIVERSITY AT COMMERCIAL, INC.	Florida	P05000015052
COUNTY LINE CHIROPRACTIC PEMBROKE PINES, INC.	Florida	P02000022940
COUNTY LINE CHIROPRACTIC EAST PLANTATION, INC.	Florida	P01000022749

THIRD: The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on April 1, 2015.

SIXTH: The Plan of Merger was adopted by the shareholders of each of the Merging Corporations on April 1, 2015.

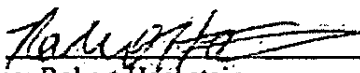
[Signature Page to Follow]

Executed on this 1 day of April, 2015:

SURVIVING CORPORATION:

**COUNTY LINE CHIROPRACTIC
CENTER, INC.**

a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

MERGING CORPORATIONS:

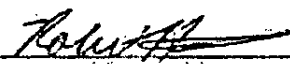
ROBERT HOCHSTEIN, P.A.

a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

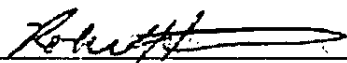
**COUNTY LINE CHIROPRACTIC
UNIVERSITY AT COMMERCIAL, INC.**

a Florida corporation

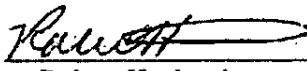
By: 
Name: Robert Hochstein
Title: Director

**COUNTY LINE CHIROPRACTIC
PEMBROKE PINES, INC.**

a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

**COUNTY LINE CHIROPRACTIC
EAST PLANTATION, INC.**
a Florida corporation

By: 

Name: Robert Hochstein

Title: Director

EXHIBIT A

PLAN OF MERGER

The following plan of merger (this "Plan") is submitted in compliance with section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
County Line Chiropractic Center, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation (each, a "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Robert Hochstein, P.A.	Florida
County Line Chiropractic University At Commercial, Inc.	Florida
County Line Chiropractic Pembroke Pines, Inc.	Florida
County Line Chiropractic East Plantation, Inc.	Florida

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

- (a) In accordance with the provisions of the Florida Business Corporation Act, each Merging Corporation shall be merged with and into the Surviving Corporation and thereupon, the separate existence of each Merging Corporation shall cease and the Surviving Corporation shall continue to exist under the name County Line Chiropractic Center, Inc. to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Corporation with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Department of State (the "Effective Time").
- (b) All assets and property then owned by each Merging Corporation listed above shall immediately by operation of law and without any conveyance, transfer or further action become the property of the Surviving Corporation. The Surviving

Corporation shall be deemed to be a continuation of each Merging Corporation, and shall succeed to the rights and obligations of each Merging Corporation and the duties and liabilities connected therewith.

- (c) The directors and officers of the Surviving Corporation at the Effective Time shall, from and after the Effective Time, be the initial directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the organizational documents of the Surviving Corporation.
- (d) If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

FOURTH: The manner and basis of converting the shares of each Merging Corporation into shares, obligations, or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of each Merging Corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation are as follows:

The separate existence of each Merging Corporation listed above shall cease and all of the respective equity interests of each Merging Corporation, by virtue of the Merger and without any action by the holder thereof, cease to be outstanding, shall be canceled and retired without payment of any consideration therefore and shall cease to exist.

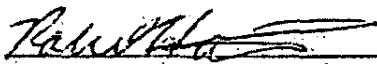
* * *

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING CORPORATION:

**COUNTY LINE CHIROPRACTIC
CENTER, INC.**

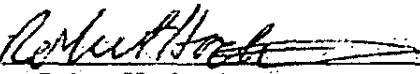
a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

MERGING CORPORATIONS:

ROBERT HOCHSTEIN, P.A.

a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

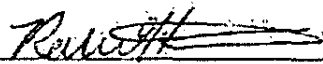
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UNIVERSITY AT COMMERCIAL, INC.**

a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

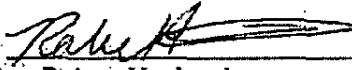
**COUNTY LINE CHIROPRACTIC
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a Florida corporation

By: 
Name: Robert Hochstein
Title: Director

**COUNTY LINE CHIROPRACTIC
EAST PLANTATION, INC.**

a Florida corporation

By: 

Name: Robert Hochstein

Title: Director

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