

P99000020075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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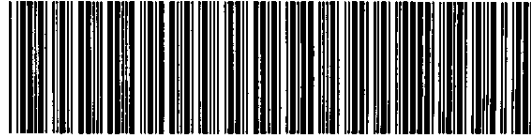
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATION
2015 FEB -9 AM 9:26

menger/cc
@ 2/10/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OSTEO-ENCORE, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

JEFFEY N. MARKS

Contact Person

JEFFREY N. MARKS, P.A.

Firm/Company

PO BOX 2511

Address

FT LAUDERDALE, FL 33303

City, State and Zip Code

JSTRODE@OSTEOFL.COM

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

For further information concerning this matter, please call:

JEFFREY N. MARKS

Name of Contact Person

at (954) 261-9550

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2015

JEFFREY N. MARKS
JEFFREY N. MARKS, P.A.
P.O. BOX 2511
FT. LAUDERDALE, FL 33303

2/5/15
please file.

SUBJECT: SR 2981, LLC
Ref. Number: L05000019194

We have received your document for SR 2981, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Both parties filed annual reports

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 315A00001613

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15 FEB -9 PM 3:11
REGULATORY SPECIALIST II
IRENE ALBRITTON

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DIVISION OF CORPORATIONS
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**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>
SR 2981, LLC	FLORIDA	LLC, FOR PROFIT
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
OSTEO-ENCORE, INC.	FLORIDA	CORPORATION, FOR PROFIT
_____	_____	_____

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:

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:

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:

OSTEO-ENCORE, INC.

SR 2981, LLC

Signature(s)

Typed or Printed
Name of Individual:

DAVID STRODE, PRESIDENT

DAVE STRODE, MANAGER

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

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

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>
SR 2981, LLC	FLORIDA	LLC, FOR PROFIT

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>
OSTEO-ENCORE, INC.	FLORIDA	CORPORATION, FOR PROFIT

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

1. THE SHAREHOLDERS AGREEMENT OF THE SURVIVING PARTY ON THE EFFECTIVE DATE OF THE MERGER SHALL CONTINUE TO BE THE SHAREHOLDERS AGREEMENT OF THE SURVIVING PARTY.
2. THE SURVIVING PARTY SHALL CONTINUE TO BE OPERATED BY ITS SHAREHOLDERS, DIRECTORS, AND OFFICERS AS PER THE SHAREHOLDERS AGREEMENT.
3. THE EFFECT OF THE MERGER SHALL BE THE EFFECT DESCRIBED IN CHAPTER 607, FLORIDA STATUTES.
4. PRIOR TO AND AFTER THE MERGER, THE INDIVIDUALS WHO WERE MEMBERS OF THE MERGING PARTY WILL BE THE SOLE SHAREHOLDERS OF THE SURVIVING PARTY, AND THE LEGAL AND EQUITABLE INTERESTS THAT THEY HELD AS MEMBERS OF THE MERGING PARTY SHALL BE PROPORTIONALLY THE SAME THAT THEY HELD AND WILL HOLD AS SOLE OWNERS/SHAREHOLDERS OF THE CORPORATE STOCK OF THE SURVIVING PARTY.

(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 EXHIBIT A

(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 ANSWER TO IN PROCEEDING SECTION.

(Attach additional sheet if necessary)

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

(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:

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

Exhibit A
to
Plan of Merger

THE MANNER AND BASIS OF CONVERTING THE LIMITED LIABILITY COMPANY INTERESTS OF EACH OF THE MEMBERS OF THE MERGING PARTY INTO CORPORATE STOCK INTEREST OF THE SURVIVING PARTY IS AS FOLLOWS: PRIOR TO AND AFTER THE MERGER, THE INDIVIDUALS WHO WERE MEMBERS OF THE MERGING PARTY WILL BE THE SOLE SHAREHOLDERS OF THE SURVIVING PARTY, AND THE LEGAL AND EQUITABLE INTERESTS THAT THEY HELD AS MEMBERS OF THE MERGING PARTY SHALL BE PROPORTIONALLY THE SAME THAT THEY HELD AND WILL HOLD AS SOLE OWNERS/SHAREHOLDERS OF THE CORPORATE STOCK OF THE SURVIVING PARTY, MORE SPECIFICALLY, PRIOR TO THE MERGER, DAVID STRODE, MICHAEL RUTKIN, AND MARK RUTKIN EACH HELD A 33 1/3% OWNERSHIP INTEREST AS MEMBERS IN THE MERGING PARTY, AND AFTER THE MERGER, AS WAS THE CASE PRIOR TO THE MERGER, DAVID STRODE, MICHAEL STRODE, AND MARK STRODE EACH HELD AND WILL CONTINUE TO HOLD A 33 1/3% LEGAL AND EQUITABLE INTEREST IN THE SURVIVING PARTY AS SHAREHOLDERS; AS A RESULT, THE MEMBERSHIP INTERESTS PREVIOUSLY HELD IN THE MERGING PARTY SHALL BE DEEMED TO BE CANCELED AND THERE SHALL BE NO CHANGE AND/OR ADDITIONAL ISSUANCE OF CASH, OTHER PROPERTY, OR STOCK IN AND/OR FOR THE SURVIVING PARTY, AS THE MERGER DOES NOT CREATE A NEED FOR SAME.