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SUR**Michael G. Adams**
Kentucky Secretary of State

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**ARTICLES OF MERGER OF
DAVIDSON EMERGENCY MEDICAL SERVICES, P.A.
A FLORIDA PROFESSIONAL ASSOCIATION
WITH AND INTO
DAVIDSON PROFESSIONAL MERGERCO, P.S.C.,
A KENTUCKY PROFESSIONAL SERVICE CORPORATION**

Pursuant to KY. REV. STAT. ANN. § 271B.11-010 *et seq.* of the Kentucky Business Corporation Act (the “Act”), the undersigned set forth the following Articles of Merger:

1. The name of each constituent entity is Davidson Emergency Medical Services, P.A., a Florida professional association (the “Florida P.A.” and the “Merging Corporation”), and Davidson Professional MergerCo, P.S.C., a Kentucky professional services corporation (the “Kentucky MergerCo” and the “Surviving Corporation”).

2. The Kentucky MergerCo will be the surviving entity in the merger.

3. The name of the surviving corporation shall be “Davidson Emergency Medical Services, P.S.C.,” and will be governed by the provisions of the Kentucky Business Corporation Act.

4. The merger shall be effective on February 1, 2024 (the “Effective Time.”).

5. The manner and basis of converting or exchanging the shares and ownership interest of the constituent entities shall be:

a. Merging Corporation. All ownership interest of the Florida P.A. outstanding as of the Effective Time of the merger shall be cancelled and retired, and no ownership interest or other securities of the Merging Corporation shall be issuable with respect thereto.

b. Surviving Corporation. Each share of common stock of the Kentucky MergerCo issued and outstanding as of the Effective Time of the merger shall not be affected by the merger and shall remain an issued and outstanding share of the Surviving Corporation’s common stock.

6. The Plan of Merger was duly adopted by the Boards of Directors of the Florida P.A. and the Kentucky MergerCo as required by the Act.

7. The Articles of Incorporation of the surviving corporation are amended and restated, and the Amended and Restated Articles of Incorporation are attached hereto as Exhibit A.

8. Shareholder approval of the Plan of Merger was not required.

[SIGNATURE PAGE FOLLOWS]

1/24/2024

Dated this ____ day of January, 2024 and effective as of February 1, 2024.

DAVIDSON EMERGENCY MEDICAL
SERVICES, P.A.

DocuSigned by:

Dr. Peter Davidson

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By: _____

Peter L. Davidson, D.O., Sole Shareholder and
Director

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION

See attached.

4877-5996-8146, v. 1

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAVIDSON EMERGENCY MEDICAL SERVICES, P.S.C.**

Pursuant to the Kentucky Business Corporation Act, KY. REV. STAT. ANN. § 271B.1-010, *et seq.* and the Kentucky statutes authorizing Professional Service Corporations codified at KY. REV. STAT. ANN. § 274.005 *et seq.* (collectively, the “Acts”), these restated and amended Articles of Incorporation are hereby adopted, and such Amended and Restated Articles shall supersede and replace the original Articles of Incorporation in their entirety.

ARTICLE I

The name of the corporation is Davidson Emergency Medical Services, P.S.C. (the “Corporation”).

ARTICLE II

The period of the Corporation's duration is perpetual.

ARTICLE III

The purposes for which the Corporation is organized are to engage in the professional service of medicine in the State of Kentucky through its officers, shareholders, and employees who are duly licensed to practice medicine in Kentucky.

ARTICLE IV

The Corporation shall have and exercise all powers and rights conferred upon corporations by the Acts and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied corporations by the laws of the state of Kentucky as are necessary, suitable, proper, convenient, or expedient for the attainment of the purposes set forth in Article III above.

ARTICLE V

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

The address of the initial registered office of the Corporation is 145 Doe Valley, Lexington, KY 40515 and the name of the initial registered agent at such address is Dr. Peter Davidson.

ARTICLE VII

The mailing address of the Corporation's principal office shall be 145 Doe Valley, Lexington, KY 40515.

ARTICLE VIII

The name and address of the incorporator is Peter L. Davidson, 145 Doe Valley, Lexington, KY 40515.

ARTICLE IX

The name and address of the original shareholders are set forth in Exhibit A.

ARTICLE X

Each of the incorporators, shareholders, directors, and officers is a qualified person licensed to practice medicine in the state of Kentucky within the meaning of KY. REV. STAT. ANN. § 274.005 *et seq.*

ARTICLE XI

These Amended and Restated Articles are adopted by the Board of Directors without shareholder action, such action not being required for their adoption.

[SIGNATURE PAGE FOLLOWS]

Effective the 1st day of February, 2024.

DocuSigned by:
Dr. Peter Davidson
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Peter L. Davidson, D.O., Sole Director
and Shareholder

EXHIBIT A

Shareholder	Address	Number of Shares	Percentage Interest
Peter L. Davidson, D.O.	145 Doe Valley Lexington, KY 40515	1,000	100%