

712968

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Articles of Merger
Filed 5-28-96

8 pgs.

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712968

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PLEASE REPLY TO:

Winter Haven

May 24, 1996

FILED
JUN 28 AM 8:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

200001844342
-05/30/96--01045-001
****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: ARTICLES OF MERGER/WEST POLK AND HARDEE COUNTY MENTAL
HEALTH SERVICES, INC/PEACE RIVER CENTER FOR PERSONAL
DEVELOPMENT, INC.

Gentlemen:

I have enclosed for filing in your records the Articles of Merger with respect to the two above-referenced entities. Please return a certified copy (suitable for recording in the public records of Polk County, Florida) to me at the above Winter Haven address.

I have enclosed my firm's check in the amount of \$122.50 for this purpose.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,

Kerry M. Wilson
KERRY M. WILSON

JUN 7 1996

:pk
Enclosures
xc: Joyce M. Clark

Merger

VS JUN 1 1996

712968

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC. a
Florida corporation, 745922

INTO

PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., a Florida
corporation, 712968

File date: May 28, 1996

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC.
AND
PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC.

FILED
96 MAY 28 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the Chairmen of the Boards of WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC., a Florida not-for-profit corporation, and PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., a Florida not-for-profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I.
PLAN OF MERGER

A copy of the Plan of Merger is attached as Exhibit "A" hereto.

ARTICLE II.
APPROVAL

The Plan of Merger was adopted by West Polk and Hardee County Mental Health Services, Inc., at a regular meeting of its Board of Directors held on May 14, 1996. The number of Directors now in office is six (6), and five (5) were present at said meeting. The number of votes cast in favor of the merger was sufficient for approval. The vote was five (5) in favor and zero (0) opposed. The members of said Corporation are not entitled to vote on a plan of merger.

The Plan of Merger was adopted by Peace River Center for Personal Development, Inc., at a regular meeting of its Board of Directors held on May 14, 1996. The number of Directors now in office is fifteen (15), and eleven (11) were present at said meeting. The number of votes cast in favor of the merger was sufficient for approval. The vote was eleven (11) in favor and zero (0) opposed. The members of said Corporation are not entitled to vote on a plan of merger.

ARTICLE III.
EFFECTIVE DATE

The merger shall be effective on the date of filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Merger on May 23rd 1996.

WEST POLK AND HARDEE COUNTY
MENTAL HEALTH SERVICES, INC.

By [Signature]

William A. Sweat, Jr.
Chairman of the Board

PEACE RIVER CENTER FOR PERSONAL
DEVELOPMENT, INC.

By [Signature]

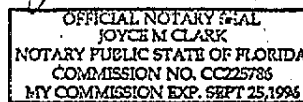
Marvin W. Brice
Chairman of the Board

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd
day of May, 1996, by William A. Sweat, Jr., as Chairman of the
Board of WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC.,
a Florida not-for-profit corporation, on behalf of said
corporation. He is personally known to me or produced a Florida
driver's license as identification.

(AFFIX SEAL)

[Signature]
NOTARY PUBLIC/STATE OF FLORIDA

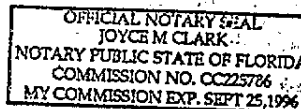


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd
day of May, 1996, by Marvin W. Brice, as Chairman of the Board of
PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., INC., a Florida
not-for-profit corporation, on behalf of said corporation. He is
personally known to me or produced a Florida driver's license as
identification.

(AFFIX SEAL)

[Signature]
NOTARY PUBLIC/STATE OF FLORIDA



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EXHIBIT "A"

PLAN OF MERGER
OF
WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC.
AND
PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC.

This is a Plan of Merger between WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC., a Florida not-for-profit corporation ("West Polk"), and PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., a Florida not-for-profit corporation ("Peace River").

ARTICLE I.
MERGER

Pursuant to Section 617.1107, Florida Statutes, West Polk shall be merged into Peace River (the "Merger").

ARTICLE II.
SURVIVING CORPORATION

Peace River shall be the surviving corporation of the Merger.

ARTICLE III.
ARTICLES OF INCORPORATION

The Articles of Incorporation of Peace River, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.

ARTICLE IV
DIRECTORS AND OFFICERS

The Directors and officers of Peace River immediately prior to the Merger shall continue to be the Directors and officers immediately following the Merger.

ARTICLE V
MEMBERS

The members of West Polk immediately prior to the Merger shall not, by reason of such membership, be members of Peace River, and the members of Peace River immediately prior to the Merger shall all be members of Peace River immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of Peace River by its Articles of Incorporation and Bylaws.

ARTICLE VI
ASSETS AND LIABILITIES

On the effective date of the Merger, the separate existence of West Polk shall cease, and Peace River shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of West Polk shall, without further action, be vested in Peace River immediately following the Merger. Following the Merger, Peace River shall be responsible for all liabilities and obligations of West Polk. Any claim existing, or action or proceeding pending, against West Polk may be continued as if the Merger did not occur, or Peace River may be substituted for West Polk in any such proceeding. Neither the rights of creditors of nor any liens upon the property of West Polk shall be impaired by the Merger.

ARTICLE VII
EFFECTIVE DATE

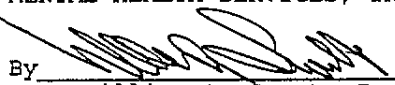
The merger shall be effective upon the filing by the Florida Department of State of Articles of Merger.

ARTICLE VIII
ABANDONMENT

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of Peace River or the Board of Directors of West Polk, at anytime prior to the filing of Articles of Merger.

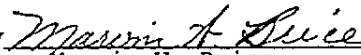
IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on this 23rd day of May, 1996.

WEST POLK AND HARDEE COUNTY
MENTAL HEALTH SERVICES, INC.

By 

William A. Sweat, Jr.
Chairman of the Board

PEACE RIVER CENTER FOR PERSONAL
DEVELOPMENT, INC.

By 

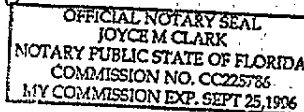
Marvin W. Brice
Chairman of the Board

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd day of May, 1996, by William A. Sweat, Jr., as Chairman of the Board of WEST POLK AND HARDEE COUNTY MENTAL HEALTH SERVICES, INC., a Florida not-for-profit corporation, on behalf of said corporation. He is personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)

Joyce M. Clark
NOTARY PUBLIC/STATE OF FLORIDA



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd day of May, 1996, by Marvin W. Brice, as Chairman of the Board of PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., INC., a Florida not-for-profit corporation, on behalf of said corporation. He is personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)

Joyce M. Clark
NOTARY PUBLIC/STATE OF FLORIDA

