762720


**DEBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.**

RICHARD D. DEBOEST
JAMES G. DECKER *
THOMAS M. DRYDEN ** +
ARTHUR K. KNUDSEN, JR. (RET.)
WILLIAM E. STOCKMAN
TAMELA EADY WISEMAN +

1415 HENDRY STREET
FORT MYERS, FL 33901
P.O. BOX 1470, FT MYERS, FL 33902
FACSIMILE: (941) 334-0266
TELEPHONE: (941) 334-1381

600 FIFTH AVENUE SOUTH
SUITE 301
NAPLES, FLORIDA 34102
FACSIMILE: (941) 263-6944
TELEPHONE: (941) 263-5040

* Board Certified Florida Bar Civil Trial Lawyer
** Also Licensed in Georgia Board Certified Creditor's Rights - CLLA
+ Board Certified Florida Bar Real Estate

PLEASE REPLY TO:
NAPLES OFFICE


000003167490--6
-03/13/00--01128--001
*****35.00 *****35.00

March 9, 2000

000003167490--6
-04/20/00--01043--010
*****43.75 *****43.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Merger of the Foundation into Hospice of Naples, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Merger for Hospice of Naples, Inc., for filing, and our check in the amount of $35.00 for the filing fee and a certified copy. Please return the certified copy of the Articles in the self-addressed, stamped envelope enclosed for your convenience.

If you have questions or concerns with the above, please feel free to give us a call.

merger
4-20-00
MKS

Sincerely,
DeBOEST, KNUDSEN, STOCKMAN,
WISEMAN, DECKER & DRYDEN, P.A.

Patricia DeStefano

Patricia DeStefano
Assistant to Tamela Eady Wiseman

/pd
enclosures

FILED
00 APR 20 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Law Offices*

**DEBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.**

RICHARD D. DEBOEST
JAMES G. DECKER *
THOMAS M. DRYDEN ** +
ARTHUR K. KNUDSEN, JR. (RET.)
WILLIAM E. STOCKMAN
TAMELA EADY WISEMAN +

1415 HENDRY STREET
FORT MYERS, FL 33901
P.O. BOX 1470, FT MYERS, FL 33902
FACSIMILE: (941) 334-0266
TELEPHONE: (941) 334-1381

600 FIFTH AVENUE SOUTH
SUITE 301
NAPLES, FLORIDA 34102
FACSIMILE: (941) 263-6944
TELEPHONE: (941) 263-5040

* Board Certified Florida Bar Civil Trial Lawyer
** Also Licensed in Georgia Board Certified Creditor's Rights - CLLA
+ Board Certified Florida Bar Real Estate

PLEASE REPLY TO:
NAPLES OFFICE

March 27, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Merger of the Foundation into Hospice of Naples, Inc.

Dear Sir:

Pursuant to your recent request, enclosed is a check in the amount of $43.75 which represents the balance of the filing fee which was previously forwarded to you on March 9, 2000.

If you have questions or concerns with the above, please feel free to give us a call.

Sincerely,
DeBOEST, KNUDSEN, STOCKMAN,
WISEMAN, DECKER & DRYDEN, P.A.

SueAnn M. Zornes

SueAnn M. Zornes, CLA
Certified Legal Assistant to
Tamela Eady Wiseman

/sz
enclosure

ARTICLES OF MERGER
Merger Sheet

---

MERGING:

HOSPICE FOUNDATION OF NAPLES, INC., a Florida corporation, N18309

INTO

**HOSPICE OF NAPLES, INC.,** a Florida entity, 762720

File date: April 20, 2000

Corporate Specialist: Doug Spitler

FILED

00 APR 20 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

## OF

## HOSPICE FOUNDATION OF NAPLES, INC.
**a Florida corporation not for profit**

**into**

## HOSPICE OF NAPLES, INC.
**a Florida corporation not for profit**

**ARTICLES OF MERGER** between Hospice Foundation of Naples, Inc., a Florida corporation not for profit and Hospice of Naples, Inc., a Florida corporation not for profit.

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act (the "Act"), Hospice Foundation of Naples, Inc. and Hospice of Naples, Inc., adopt the following Articles of Merger:

1. The Plan of Merger between Hospice Foundation of Naples, Inc. and Hospice of Naples, Inc. was approved and adopted by the Board of Directors of Hospice of Naples, Inc., because members are not entitled to vote on the plan. The date of adoption of the plan by the directors was February 28, 2000. The vote on the plan was unanimous by the twelve (12) directors then in office.

2. The Plan of Merger between Hospice Foundation of Naples, Inc., and Hospice of Naples, Inc. was approved and adopted by the Board of Trustees of Hospice Foundation of Naples, Inc., because members are not entitled to vote on the plan. The date of adoption of the plan by the trustees was February 28, 2000. The vote on the plan was unanimous by the eight (8) trustees then in office. The Board of Trustees is the same body defined as a board of directors pursuant to Section 617.0401 of the Act.

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

IN WITNESS WHEREOF, the parties have set their hands this 28th day of February, 2000.

Witnesses:

[signature]
Witness

PAUL DERNBACH
Printed name

[signature]
Witness

LIANA BUYSSE
Printed name

Hospice of Naples Foundation, Inc.,
a Florida corporation not for profit

By: [signature]
PHILIP W. COLE, President

(SEAL - FLORIDA CORPORATION NOT FOR PROFIT)

Witnesses

[signature]
Witness

R. W. MORRIS
Printed name

[signature]
Witness

ROBERT DiBENEDETTO
Printed name

Hospice of Naples, Inc.,
a Florida corporation not for profit

By: [signature]
John Bullock, Chair

(SEAL - FLORIDA CORPORATION NOT FOR PROFIT)

Exhibit "A"

## PLAN OF MERGER

Merger between **Hospice of Naples, Inc.** (the "Surviving Corporation") and **Hospice of Naples Foundation, Inc.** (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 *et seq.*, of the Florida Not For Profit Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately before the Effective Date of the merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers, and title to all real estate and other property, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date, the Surviving Corporation shall determine that any further agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper agreements, documents, instruments and assurances and shall perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Disappearing Corporation and Surviving Corporation shall cause their respective duly authorized officers 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 Corporation to the Florida Secretary of State. In accordance with Section 617.1105(4) of the Act, the effective date of the merger is the date of delivery of the Articles of Merger to the Department of State.

5. Effect of Agreement. On the Effective Date, that certain Agreement between the Constituent Corporations dated March 3, 1988 shall automatically terminate by agreement of the parties.