

H75699



FILED
00 JAN 27 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 561682 5028257
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 70.00

ORDER DATE : January 24, 2000
ORDER TIME : 9:25 AM
ORDER NO. : 561682-120
CUSTOMER NO: 5028257

Merger

200003112952-19

CUSTOMER: Mr. Don Keough
Magellan Health Services, Inc.
6950 Columbia Gateway Drive
Suite 400
Columbia, MD 21046

ARTICLES OF MERGER

CHARTER BEHAVIORAL HEALTH
SYSTEM AT MANATEE ADOLESCENT
TREATMENT SERVICES, INC.

INTO

CHARTER BAY HARBOR BEHAVIORAL
HEALTH SYSTEM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

AP
1/27/00

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00 JAN 27 AM 11:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CHARTER BEHAVIORAL HEALTH SYSTEM AT MANATEE ADOLESCENT
TREATMENT SERVICES, INC., a Florida corporation P94000063624

INTO

CHARTER BAY HARBOR BEHAVIORAL HEALTH SYSTEM, INC., a Florida
entity, H75699.

File date: January 27, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
CHARTER BEHAVIORAL HEALTH SYSTEM AT
MANATEE ADOLESCENT TREATMENT SERVICES, INC.
WITH AND INTO

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHARTER BAY HARBOR BEHAVIORAL HEALTH SYSTEM, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc. with and into Charter Bay Harbor Behavioral Health System, Inc. as approved and adopted by the unanimous written consent of the Shareholders of Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc. entitled to vote thereon given on September 28, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by the unanimous written consent of the Shareholders of Charter Bay Harbor Behavioral Health System, Inc. entitled to vote thereon given on September 28, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. Charter Bay Harbor Behavioral Health System, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed to be effective as of September 29, 1999.

CHARTER BEHAVIORAL HEALTH SYSTEM AT MANATEE
ADOLESCENT TREATMENT SERVICES, INC.

By: 
Name: Mark S. Demilio, Vice President

CHARTER BAY HARBOR
BEHAVIORAL HEALTH SYSTEM, INC.

By: 
Name: Mark S. Demilio, Vice President

PLAN OF MERGER adopted by Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 28, 1999, and adopted by Charter Bay Harbor Behavioral Health System, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 28, 1999. The names of the corporations planning to merge are Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc., a business corporation organized under the laws of the State of Florida, and Charter Bay Harbor Behavioral Health System, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc. plans to merge is Charter Bay Harbor Behavioral Health System, Inc.

1. Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc. and Charter Bay Harbor Behavioral Health System, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Charter Bay Harbor Behavioral Health System, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Charter Behavioral Health System at Manatee Adolescent Treatment Services, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately before the effective time and date of the merger shall not be converted any manner into shares of the surviving

corporation, but rather shall be surrendered and extinguished in consideration for \$5.00 (five dollars and no cents). The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.