

L11000130392

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

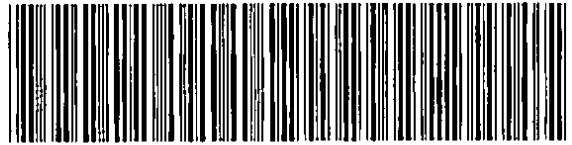
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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19 MAR 20 11 18:52

2019 MAR 20 PM 4:04  
FBI ASSESSMENT DIV

MAR 21 2019

RECEIVED

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

2019 MAR 20 10:44:04  
TALLAHASSEE, FL 32301

ACCOUNT NO. : I20000000195

REFERENCE : 685105 4352697

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 50.00

ORDER DATE : March 14, 2019

ORDER TIME : 9:44 AM

ORDER NO. : 685105-045

CUSTOMER NO: 4352697

ARTICLES OF MERGER

AMERICAN ELDERCARE, INC.

INTO

AMERICAN ELDERCARE OF NORTH  
FLORIDA, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Eldercare of North Florida, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Mehrya Nawabi

Contact Person

Humana Law Department

Firm/Company

500 West Main Street 21st Floor

Address

Louisville, KY 40202

City, State and Zip Code

mnawabi4@humana.com

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

For further information concerning this matter, please call:

Mehrya Nawabi

at ( 502 ) 580-3691

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**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

2019 MAR 20 PM 4:06  
FALL ARLAS 2019

**Articles of Merger  
For  
Florida Limited Liability Company**

2019 MAR 20 11:43:01  
"SECURED" FILE  
CALL 800-352-7134

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
American Eldercare, Inc.	Florida	For Profit Corporation
American Eldercare of North Florida, LLC	Florida	Limited Liability Company

**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>
American Eldercare of North Florida, LLC	Florida	Limited Liability Company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 1, 2019

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

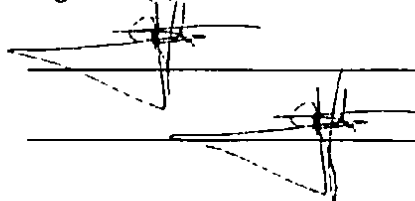
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

American Eldercare, Inc.

American Eldercare of North Florida, LLC

Signature(s):



Typed or Printed

Name of Individual:

Joseph C. Ventura, SVP, Corporate Secre  
& Associate General Counsel

Joseph C. Ventura, SVP, Corporate Secre  
& Associate General Counsel

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 an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b><u>Certified Copy (optional):</u></b>	\$30.00

# **AGREEMENT AND PLAN OF MERGER**

**OF**

**AMERICAN ELDERCARE, INC.  
(A Florida Corporation)**

**INTO**

**AMERICAN ELDERCARE OF NORTH FLORIDA, LLC  
(A Florida Limited Liability Company)**

AGREEMENT AND PLAN OF MERGER approved on March 15, 2019, by AMERICAN ELDERCARE, INC., a corporation organized under the laws of the State of Florida, and by resolution adopted by at least a majority vote of the members of each company's Board of Directors on said date, and approved on March 15, 2019, by AMERICAN ELDERCARE OF NORTH FLORIDA, LLC, a limited liability company of the State of Florida, and by resolution adopted by at least a majority vote of the members of its Board of Managers on said date.

1. AMERICAN ELDERCARE, INC. (hereinafter referred to as "Terminating Corporation") and AMERICAN ELDERCARE OF NORTH FLORIDA, LLC shall, pursuant to the provisions of the laws of the Terminating Corporation's jurisdiction of organization, and of the Business Corporation Act of the State of Florida, be merged with and into a single corporation, to wit, AMERICAN ELDERCARE OF NORTH FLORIDA, LLC, which shall be the Surviving Corporation upon the effective 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 AMERICAN ELDERCARE OF NORTH FLORIDA, LLC pursuant to the provisions of the Florida Revised Limited Liability Act. The separate existence of the Terminating Corporation shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Revised Limited Liability Act.

3. The operating agreement of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida be the operating agreement of said Surviving Corporation and 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 Revised Limited Liability Act.

4. The managers and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be the members of the first Board of Managers and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Corporation.

5. Each issued share of the Terminating Corporation, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. The shares of each of the merging entities are owned by the same shareholder in equal proportions.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the sole member of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the of the Florida Revised Limited Liability Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the Terminating Corporation in compliance with the laws of the jurisdiction of each company's organization and by the sole member of the Surviving Corporation in the manner prescribed by the provisions of the Florida Revised Limited Liability Act, the Terminating 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 each company's state laws and 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 Boards of Directors and the proper officers of the Terminating Corporation and 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 Agreement and Plan of Merger or of the merger herein provided for.

9. The merger herein provided for shall become effective as of April 1, 2019, with the Florida Secretary of State and all other regulatory agencies.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

**(TERMINATING CORPORATION)**

ATTEST:

AMERICAN ELDERCARE, INC.

By: Donald H. Robinson  
Donald H. Robinson  
Senior Vice President,  
Tax

By: Joseph C. Ventura  
Joseph C. Ventura  
Senior Vice President, Associate  
General Counsel & Corporate Secretary

**(SURVIVING CORPORATION)**

ATTEST:

AMERICAN ELDERCARE OF NORTH  
FLORIDA, LLC

By: Donald H. Robinson  
Donald H. Robinson  
Senior Vice President,  
Tax

By: Joseph C. Ventura  
Joseph C. Ventura  
Senior Vice President, Associate  
General Counsel & Corporate Secretary