

TUCKER ARENSBERG, P.C.



N21650

Theresa A. Schrecengost 412-594-5582
Registered Paralegal
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September 20, 2002

200007949232--6
-09/23/02--01062--012
*****43.75 *****43.75

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
Section on Administration, APTA, Inc.

200007949232--6
-10/04/02--01001--023
*****35.00 *****35.00

Dear Sir or Madam:

We enclose an original and one duplicate of the Articles of Merger of Section on Administration, APTA, Inc., a Florida nonprofit corporation. Attached to these Articles of Merger are amendments to the corporation's Articles of Incorporation. Please file the enclosed documents and return the proper acknowledgement, as well as one certified copy to the undersigned. We enclose a check for \$43.75 to cover your fees.

Should you have any questions or comments, please call the undersigned.

Best regards,

TUCKER ARENSBERG, P.C.


Theresa A. Schrecengost, RP

/tas
Enclosures
be167607.1

FILED
02 OCT -4 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger re
T. Lewis 10/4/02

C

TUCKER ARENSBERG, P.C.



CELEBRATING A CENTURY OF SERVICE

Theresa A. Schrecengost 412-594-5582
Registered Paralegal
tschrecengost@tuckerlaw.com

September 30, 2002

Attn: Thelma Lewis
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
Section on Administration, APTA, Inc.

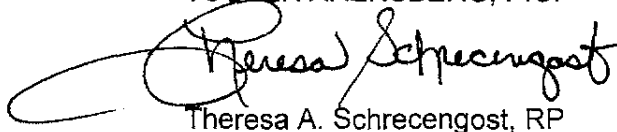
Dear Sir or Madam:

Per your telephone call, we enclose an additional check for \$35 to cover your filing fees.

Should you have any questions or comments, please call the undersigned.

Best regards,

TUCKER ARENSBERG, P.C.



Theresa A. Schrecengost, RP

/tas
Enclosures
be168404.1

ARTICLES OF MERGER
Merger Sheet

MERGING:

SECTION ON HEALTH POLICY LEGISLATION AND REGULATION OF THE
AMERICAN PHYSICAL THERAPY ASSOCIATION, INC., a Pennsylvania
corporation not authorized

to transact business in Florida

INTO

SECTION ON ADMINISTRATION, APTA, INC. which changed its name to

**SECTION ON HEALTH POLICY & ADMINISTRATION ON THE AMERICAN
PHYSICAL THERAPY ASSOCIATION, INC.**, a Florida entity, N21650

File date: October 4, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
02 OCT -4 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document/Number</u> (If known/applicable)
<u>Section on Administration APTA, Inc.</u>	<u>Florida</u>	<u>N21650</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document/Number</u> (If known/applicable)
<u>Section on Health Policy</u>	<u>Pennsylvania</u>	<u>2307902</u>
<u>Legislation and Regulation</u>		
<u>of the American Physical</u>		
<u>Therapy Association, Inc.</u>		

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 7/31/01.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
677 FOR 34 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST _____

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 7/31/01. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 337 FOR 28 AGAINST _____

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST _____

Seventh: SIGNATURES FOR EACH CORPORATION

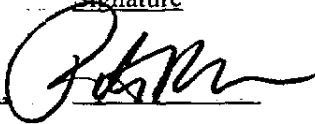
Name of Corporation

Signature

Type or Printed Name of Individual

Officer Title

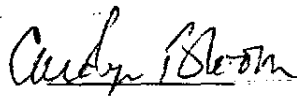
Section on Administration



Peter R. Kovacek, President

APTA, Inc.

Section Health Policy



Carolyn Bloom, President

Legislation and Regulation

of the American Physical

Therapy Association, Inc.

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Section Administration, APTA, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Section on Health Policy Legislation</u>	<u>Pennsylvania</u>
<u>and Regulation of the American</u>	
<u>Physical Therapy Association, Inc.</u>	

The terms and conditions of the merger are as follows:

See Attached Exhibit "A"

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See Attached Exhibit "B"

EXHIBIT A

Both the Section on Administration, APTA, Inc. and the Section on Health Policy, Legislation and Regulation of the American Physical Therapy Association, Inc. engage in the same or similar business pursuant to the applicable laws of the State of Florida and the Commonwealth of Pennsylvania.

Articles of Incorporation

From and after the Effective Date of this merger, the Articles of Incorporation, of Section on Administration, APTA, Inc., as amended, shall be the Articles of Incorporation of the surviving corporation.

By-Laws

The By-Laws of Section on Administration, APTA, Inc. shall be the By-Laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by law.

Conversion and Issuance of Stock

Members in Section on Health Policy, Legislation and Regulation of the American Physical Therapy Association, Inc. shall become equal members of Section on Administration, APTA, Inc. upon the Effective Date of the merger.

Terms and Conditions

(A) This merger shall become effective upon filing of Articles of Merger with the Secretary of State of Florida (the "Effective Date").

(B) Upon the Effective Date of this merger, the separate existence of Section on Health Policy, Legislation and Regulation of the American Physical Therapy Association, Inc. ("Pa Entity") shall cease, and it shall be merged with and into Section on Administration, APTA, Inc. ("Fla Entity"), the surviving corporation, which shall possess all of the rights, privileges, powers, franchises and licenses of a public as well as of a private nature, and shall be subject to all liabilities, restrictions, and duties of Pa Entity. All or in singular, the rights, privileges, powers, franchises and licenses of Pa Entity and any and all property wheresoever located, and any and all debts due to Pa Entity on whatever account shall be deemed to be vested in Fla Entity without further act or deed. All rights of creditors and all liens upon any property of the Pa Entity shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Pa Entity shall attach to Fla Entity, which debts Fla Entity assumes and agrees to pay, and which may be enforced against Fla Entity to the same extent as if such debts, liabilities, obligations and duties had been initially incurred or contracted by Fla Entity.

(C) Upon the Effective Date of the merger, the assets and liabilities of Pa Entity shall be taken upon on the books of Fla Entity in the amounts at which they shall at that time be carried on the books of Pa Entity as of the Effective Date.

(D) Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by action of the Board of Directors of Pa Entity or the Board of Directors of Fla Entity at any time prior to the Effective Date of the merger.

Directors and Officers

The directors and officers of the surviving corporation shall be the directors and officers of Fla Entity in office on the Effective Date of the merger, who shall serve until their respective successors are chosen and qualified.

Expenses

Fla Entity shall bear all expenses of the merger not paid by Pa Entity prior to the Effective Date of the merger.

BE165909.1

EXHIBIT B

Pursuant to the provisions of section 617.1006, Florida Statutes, the Fla Entity, a Florida nonprofit corporation adopts the following amendments to its Articles of Incorporation:

FIRST: Amendments adopted:

The name of the corporation is: Section on Health Policy & Administration of the American Physical Therapy Association, Inc.

The purpose of the corporation shall be: To provide a means by which Association members having a common interest in administration, health policy, legislation, regulation and ethical standards may meet, confer and promote these interests.

The objects of the corporation shall be:

1. Promote and develop rehabilitation leaders, with emphasis on administration, health policy, regulation and ethics relating to the practice of physical therapy.
2. Provide assistance to the committees and components of the Association concerned with enactment and enforcement of appropriate legislation, regulation and rehabilitation management.
3. Further the interest and professional practice of members of the Section and the Association as related to the corporation's purpose.
4. Serve as a resource for external groups and agencies concerning health policy, leadership, rehabilitation management, legislation, regulation and ethical issues.
5. Encourage research along with promoting the development of new knowledge while fostering contributions to professional literature as it relates to administration of physical therapy services.

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