

726520

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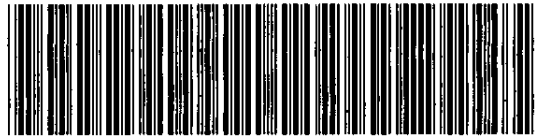
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TALLAHASSEE, FLORIDA

Mayer NC  
[Signature]

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Guidance Clinic of the Middle Keys, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James Hanna, General Counsel

(Contact Person)

WestCare Foundation, Inc.

(Firm/Company)

900 Grier Drive

(Address)

Las Vegas, NV 89119

(City/State and Zip Code)

For further information concerning this matter, please call:

James Hanna, General Counsel

(Name of Contact Person)

At ( 702 ) 385-2090, extension 302

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

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**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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>The Guidance Clinic of the Middle Keys, Inc.</u>	<u>Florida</u>	<u>726520</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Care Center for Mental Health, Inc.</u>	<u>Florida</u>	<u>770177</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** 10 / 15 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

*(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 July 1, 2008.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
5 FOR 0 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 July 1, 2008. The number of directors in office was 8. The vote for the plan was as follows: 5 FOR 0 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 June 11, 2008. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 6 FOR 0 AGAINST

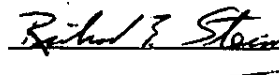
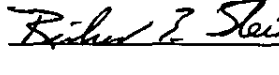
**SECTION II**

(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 June 11, 2008. The number of directors in office was 7. The vote for the plan was as follows: 6 FOR 0 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>The Guidance Clinic of the Middle Keys, Inc.</u>		<u>Richard E. Steinberg, President</u>
<u>The Care Center For Mental Health, Inc.</u>		<u>Richard E. Steinberg, President</u>
<u> </u>	<u> </u>	<u> </u>
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## 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>The Guidance Clinic of the Middle Keys, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Care Center for Mental Health, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:  
See Attached Merger Agreement.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:  
As part of the Plan of Merger adopted July 1, 2008, an amendment shall be filed to change the name of the surviving entity to Guidance/Care Center, Inc., to be effective as of the date of the amendment.

Other provisions relating to the merger are as follows:  
Bylaws of The Guidance Clinic of the Middle Keys, Inc., were amended and restated July 1, 2008 as of the effective date of the merger as define in the Agreement of Merger.

**ARTICLES OF MERGER**

**MERGING**

**THE CARE CENTER FOR MENTAL HEALTH, INC.**  
(A Florida Not For Profit Corporation)

**WITH AND INTO**

**GUIDANCE CLINIC OF THE MIDDLE KEYS, INC.**  
(A Florida Not For Profit Corporation)

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 of Corporation</u>	<u>State of Incorporation</u>
The Guidance Clinic of the Middle Keys, Inc.	Florida Not For Profit Corporation

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
The Care Center for Mental Health, Inc.	Florida Not For Profit Corporation

**Third:** The Agreement and Plan of Merger is attached as Exhibit A. The Agreement and Plan of Merger has been adopted by the Board of Directors of The Guidance Clinic of the Middle Keys, Inc., and the Board of Directors of The Care Center for Mental Health, Inc.

**Fourth:** The merger shall become effective on October 15, 2009.

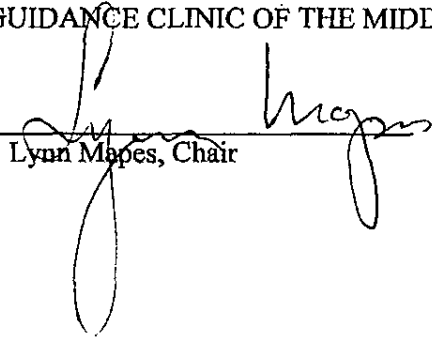
**Fifth:** The Plan of Merger has been approved and adopted by the Board of Directors of the surviving corporation, Guidance Clinic of the Middle Keys, Inc. The members of the corporation are one and the same as the members of the Board of Directors, and the Plan of Merger was adopted by the Board of Directors of the merging corporation on July 01, 2008. The number of directors in office was five. The vote for the plan was as follows:

5 Votes FOR    0 Votes AGAINST.

IN WITNESS WHEREOF, these Articles of Merger have been executed by The Guidance Clinic of the Middle Keys, Inc. on this 1st day of October, 2009.

THE GUIDANCE CLINIC OF THE MIDDLE KEYS, INC.

By:

  
Lynn Mapes, Chair