

557441

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/29

Corporation(s) Name

Integrated Living Communities of Sarasota, Inc
Merging into
Integrated Living Communities of Sarasota, LLC

☐ Profit ☐ Amendment ☐ Merger
☐ Nonprofit

☐ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ Arts/amends/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

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TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

CT CORPORATION SYSTEM
CAROL CLARK

SUBJECT: INTEGRATED LIVING COMMUNITIES OF SARASOTA, INC.
Ref. Number: 557441

We have received your document for INTEGRATED LIVING COMMUNITIES OF SARASOTA, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following:

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 701A00000004

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTEGRATED LIVING COMMUNITIES OF SARASOTA, INC., A FLORIDA
ENTITY, 557441

INTO

INTEGRATED LIVING COMMUNITIES OF SARASOTA, L.L.C., corporation not
qualified in Florida.

File date: January 3, 2001, effective December 29, 2000

Corporate Specialist: Trevor Brumbley

CERTIFICATE/ARTICLES OF MERGER
OF
INTEGRATED LIVING COMMUNITIES OF SARASOTA, INC.
INTO
INTEGRATED LIVING COMMUNITIES OF SARASOTA, L.L.C.

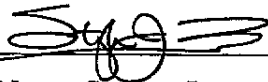
The undersigned, acting pursuant to Section 607.1109 of the Florida Business Corporation Act ("FBCA") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), does hereby certify as follows:

1. The name of the constituent corporation is Integrated Living Communities of Sarasota, Inc., a Florida corporation (the "Corporation"). The name of the constituent limited liability company is Integrated Living Communities of Sarasota, L.L.C., a Delaware limited liability company (the "LLC").
2. An agreement and plan of merger (the "Agreement"), whereby the Corporation shall merge with and into the LLC and whereby the LLC shall merge with the Corporation, has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the LLC pursuant to Section 607.1103 of the FBCA and Subsection 18-209(c) of the DLLCA.
3. The Agreement is set forth in Annex A to this Certificate and is incorporated herein as a part of this Certificate.
4. The LLC shall survive the merger, and the name of the surviving entity shall be "Integrated Living Communities of Sarasota, L.L.C."
5. The future effective time of the merger is the close of business on December 29th 2000.
6. The executed Agreement is on file at the LLC's principal place of business at 111 East Wacker Drive, Suite 2400, Chicago, Illinois 60601.
7. A copy of the Agreement will be furnished by the surviving entity on request and without cost to any member of the LLC or any stockholder of the Corporation.
8. The LLC is deemed to have appointed the Secretary of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Corporation.
9. The LLC has agreed to promptly pay to any dissenting shareholders the amounts, if any, to which they are entitled under the FBCA.

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IN WITNESS WHEREOF, the Corporation and the LLC have caused this Certificate of Merger to be duly executed on December 27th, 2000.

**INTEGRATED LIVING COMMUNITIES OF
SARASOTA, INC.**

By: 

Name: Stephen Levy
Title: Vice President

**INTEGRATED LIVING COMMUNITIES OF
SARASOTA, L.L.C.**

By: 

Name: Stephen Levy
Title: Vice President

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AGREEMENT AND PLAN OF MERGER**MERGING****INTEGRATED LIVING COMMUNITIES OF SARASOTA, INC.,
A FLORIDA CORPORATION,****WITH AND INTO****INTEGRATED LIVING COMMUNITIES OF SARASOTA, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY**

This Agreement and Plan of Merger ("Agreement of Merger") pursuant to Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") is dated as of December 28, 2000 and is entered into by and between Integrated Living Communities of Sarasota, Inc., a Florida corporation ("Corp."), and Integrated Living Communities of Sarasota, L.L.C., a Delaware limited liability company ("LLC"). Corp. and LLC are sometimes hereinafter collectively referred to as the "Constituent Entities".

WHEREAS, Corp. is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock consisting of 7,500 shares of common stock, \$ 1.00 par value per share (the "Corp. Common Stock"), of which 7,500 shares are duly and validly issued and outstanding and owned entirely by Integrated Living Communities, Inc., a Delaware corporation ("ILC, Inc.");

WHEREAS, LLC is a limited liability company duly organized and existing under the laws of the State of Delaware whose sole member is ILC, Inc.

WHEREAS, the Board of Directors of Corp. proposes to merge Corp. with and into LLC pursuant to the FBCA and the DLLCA, upon the terms and subject to the conditions hereinafter provided (the "Merger"); and

WHEREAS, the manager of LLC (the "Manager") also proposes the Merger on the terms and subject to the conditions hereinafter provided;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements and provisions contained or referenced herein, the Constituent Entities do hereby enter into this Agreement of Merger and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

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SECTION 1 MERGER

(a) Corp. shall be merged with and into LLC (which entity, as thus constituted, is herein referred to as the "Surviving Entity") pursuant to the provisions of, and with the effect provided in, the FBCA, the DLLCA and this Agreement of Merger.

(b) As soon as the parties hereto or their representatives shall designate, the Constituent Entities will cause a Certificate/Articles of Merger to be executed, acknowledged and filed with the Secretaries of State of Florida and Delaware as provided in Section 607.1109 of the FBCA and Section 18-209(c) of the DLLCA. The Merger shall become effective as of the close of business on December __, 2000, as provided in the Certificate/Articles of Merger and as provided for in applicable law (the "Effective Date").

SECTION 2 SURVIVING ENTITY

(a) Upon the Effective Date, the Certificate of Formation of LLC as in effect immediately prior to the Effective Date shall continue in full force and effect as the Certificate of Formation of the Surviving Entity (the "Certificate") until further amended in accordance with the DLLCA.

(b) Upon the Effective Date, the Limited Liability Company Agreement of LLC as in effect immediately prior to the Effective Date shall continue in full force and effect as the Limited Liability Company Agreement of the Surviving Entity (the "LLC Agreement") until the same shall be altered, amended or repealed in accordance with the DLLCA, the Certificate and the LLC Agreement.

(c) From and after the Effective Date, the officers and the Manager of LLC shall continue to serve as the officers and the Manager of the Surviving Entity until their successors are duly elected or appointed in accordance with applicable law, the Certificate and the LLC Agreement. The name of the Manager is Stuart Rothenberg and his business address is 85 Broad Street, New York, New York 10004.

(d) Upon the Effective Date, the Surviving Entity's separate legal existence, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. The Surviving Entity shall succeed to all the properties and assets of the Constituent Entities and to all the debts, choses in action or other interests due or belonging to the Constituent Entities and shall be subject to, and responsible for, all the debts, liabilities and duties of the Constituent Entities with the effect set forth under the laws of the State of Delaware.

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SECTION 3

EFFECT OF MERGER UPON THE OWNERSHIP INTERESTS OF THE CONSTITUENT ENTITIES

(a) Upon the Effective Date, each share of Corp. Common Stock outstanding immediately prior to the Effective Date shall, without any action on the part of the holder thereof, be canceled and cease to exist. The sole member's interest in LLC immediately prior to the Effective Date shall, without any action on the part of such member, constitute the entire membership interest in the Surviving Entity immediately following the Merger.

(b) Upon the Effective Date, the paid in capital of the Surviving Entity shall be increased by the stated capital, capital surplus and retained earnings of Corp.

SECTION 4

CONDITIONS

The obligations of the parties to consummate the transactions contemplated herein are subject to (i) the approval of this Agreement of Merger and the Merger by the sole shareholder of Corp. and (ii) the authorization and adoption of this Agreement of Merger and the Merger by the sole member of LLC.

SECTION 5

TERMINATION

This Agreement of Merger may be terminated and abandoned at any time prior to the Effective Date by a majority vote of the Board of Directors of Corp. or by a resolution of the Manager of LLC (each a "Termination Decision"), notwithstanding the approval of this Agreement of Merger by the sole shareholder of Corp. or the sole member of LLC, as the case may be.

SECTION 6

AMENDMENT

Subject to applicable law, this Agreement of Merger may be amended by the mutual consent of the Board of Directors and the Manager of the Constituent Entities at any time prior to the Effective Date as provided in applicable law (an "Amending Decision"); *provided, however*, that any such amendment must be by an instrument or instruments in writing signed and delivered on behalf of each of the parties hereto. Should the Board of Directors of Corp. and the Manager of LLC make an Amending Decision after the filing of the Certificate of Merger in the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of Florida, then, if the Agreement of Merger has been amended to change any matter described in the Certificate of Merger so as to make the Certificate of Merger false in any material respect, the Certificate of Merger shall be amended

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accordingly by the filing of a Certificate of Amendment of Certificate of Merger in the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of the State of Florida.

SECTION 7 MISCELLANEOUS

(a) This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

(b) This Agreement of Merger shall be governed by and construed in accordance with the laws of the State of Delaware without regard to its conflict of law principles.

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IN WITNESS WHEREOF, the Constituent Entities hereto, pursuant to authority granted by their respective Board of Directors and Manager, have caused this Agreement of Merger to be executed by their duly authorized officers or designees, who affirm, under penalty of perjury, that this Agreement is the true act, deed and agreement of the respective Constituent Entity and that the facts stated herein are true, as of the date first above written.

INTEGRATED LIVING COMMUNITIES OF
SARASOTA, INC.

By: 

Name: Stephen Levy

Title: Vice President

INTEGRATED LIVING COMMUNITIES OF
SARASOTA, L.L.C.

By: 

Name: Stephen Levy

Title: Vice President

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