

703211

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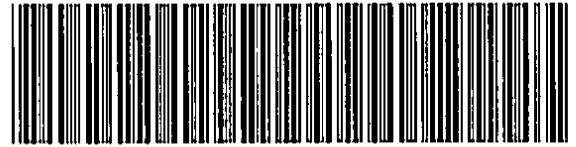
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150 Magnolia Ave
Daytona Beach, FL 32114
P 300-539-4228 | smahealthcare.org

June 10, 2021

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

Re: Merger of SMA Healthcare, Inc. and The Centers, Inc.

To Whom It May Concern:

Enclosed please find the following, related to the Merger filing with an effective date of July 1, 2021.

1. An original Articles of Merger (Not for Profit Corporation) with attached Plan of Merger.
2. Payment of \$78.75 for the filing fee (\$70.00) and certified copy fee (\$8.75).
3. Copy of the June 1, 2021 corporate resolution for the Merging Corporation (The Centers, Inc.).
4. Cover Letter from attorney Scott E. Simpson, PA.

Please provide the certified copy of the Articles of Merger to the address indicated in the Cover Letter.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SMA Heathcare, 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:

Scott E. Simpson
(Contact Person)

Scott E. Simpson, PA
(Firm/Company)

595 West Granada, Blvd, Suite A
(Address)

Ormond Beach, FL 32174
(City/State and Zip Code)

For further information concerning this matter, please call:

Scott E. Simpson At (386) 677-3431
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

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

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)
SMA Healthcare, Inc.	Florida	703211

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Centers, Inc.	Florida	725916

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 07 / 01 / 2021 (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).

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.

(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 June 1, 2021.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
16 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 N/A. The number of directors in office was N/A. The vote for the plan was as follows: N/A FOR N/A 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 7, 2021. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 9 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 N/A. The number of directors in office was N/A. The vote for the plan was as follows: N/A FOR N/A AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

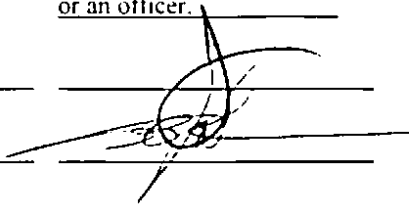
Typed or Printed Name of Individual & Title

SMA Healthcare, Inc.

Jack Fisher, Chairman

The Centers, Inc.

Gary Norman, Chairman

A handwritten signature in dark ink, appearing to read "Gary Norman", is written over the signature line for The Centers, Inc. The signature is stylized with a large loop and a horizontal stroke.

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:

Name

Jurisdiction

SMA Healthcare, Inc.

Florida

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

Name

Jurisdiction

The Centers, Inc

Florida

The terms and conditions of the merger are as follows:

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

Other provisions relating to the merger are as follows: