

716173

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000278666 3)))



H100002786663ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
Phone : (239)344-1100  
Fax Number : (239)344-1200

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

10 DEC 30 AM 8:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
LEE MENTAL HEALTH CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	204
Estimated Charge	\$103.75

NOTE: EFFECTIVE DATE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 30 PM 1:44

FILED

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

JAN - 4 2011

FILED

10 DEC 30 PM 1:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H10000278666 3

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

The following articles of merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to Section 617.0302, Florida Statutes.

**FIRST.** The name and jurisdiction of the surviving party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lee Mental Health Center, Inc.	Florida	716173

**SECOND.** The name and jurisdiction of each merging party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Helpgro, Inc.	Florida	742519
D'Alessandro Partners & Lee Mental Health, LLC	Florida	L03000019432

**THIRD.** The attached Plan of Merger was approved by each domestic corporation and each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 617, Florida Statutes.

**FOURTH.** The merger shall become effective as of December 31, 2010, if these Articles of Merger are filed with the Florida Department of State prior to December 31, 2010. If these Articles of Merger are filed with the Florida Department of State after December 31, 2010, the merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH.** The surviving party has no members entitled to vote. The Plan of Merger was adopted by the unanimous consent of the Board of Directors of the surviving party as of December 28, 2010.

**SIXTH.** The merging corporation has no members entitled to vote. The Plan of Merger was adopted by the unanimous consent of the Board of Directors of the merging corporation as of December 28, 2010.

**SEVENTH.** The merging limited liability company is wholly-owned by the surviving party. The Plan of Merger was adopted by the unanimous consent of its sole member on December 30, 2010.

**THE BALANCE OF THIS PAGE IS INTENTIONALLY LEFT BLANK.  
THE NEXT PAGE IS THE SIGNATURE PAGE.**

FAX AUDIT NO.: H10000278666 3

FAX AUDIT NO.: H10000278666 3

**EIGHTH.** Signatures for each party:

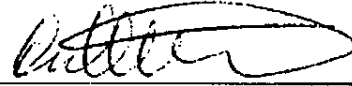
**Surviving Party:**

Lee Mental Health Center, Inc.

By:   
David E. Winters, President & CEO

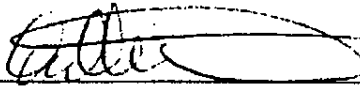
**Merging Parties:**

Helpgro, Inc.

By:   
David E. Winters, President & CEO

D'Alessandro Partners & Lee Mental Health, LLC

By: Lee Mental Health Center, Inc., Member

By:   
David E. Winters, President & CEO

FAX AUDIT NO.: H10000278666 3

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger is being submitted in compliance with Sections 617.1101 and 608.438, Florida Statutes.

**FIRST:** The name, jurisdiction, and type of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Helpgro, Inc.	Florida	not-for-profit corporation
D'Alessandro Partners & Lee Mental Health, LLC	Florida	limited liability company

Helpgro, Inc. ("Helpgro") is a tax-exempt organization under Section 501(c)(2) of the Code, and is not a private foundation within the meaning of Section 509(a) of the Code. Helpgro's purpose is to hold title to real and personal property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to LMH (as defined below), and to construct, maintain, and operate a health care facility, and to lease such facilities to qualified lessees.

The purpose of D'Alessandro Partners & Lee Mental Health, LLC ("Company"), is to own, operate, lease and/or hold for investment real property located in Fort Myers, Florida, and any other activity that, in the opinion of the Company's manager, may be necessary or appropriate in connection with or incidental to the foregoing. The Company is wholly-owned by LMH (as defined below) and LMH leases from the Company one of the facilities where it treats and provides services for behavioral health and other related human service issues.

**SECOND:** The name, jurisdiction, and type of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Lee Mental Health Center, Inc.	Florida	not-for-profit corporation

Lee Mental Health Center, Inc. ("LMH"), is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a private foundation within the meaning of Section 509(a) of the Code. LMH's purposes, as set forth in its Bylaws, are to promote, advocate, treat and provide services for behavioral health and other related human service issues.

**THIRD:** The terms and conditions of the merger are as follows:

1. **Merger.** In accordance with the provisions of the Florida Not For Profit Corporation Act and the Florida Limited Liability Company Act, Helpgro and the Company shall merge with and into LMH (the "Merger"), the separate existence of both

FAX AUDIT NO.: H10000278666 3

FAX AUDIT NO.: H10000278666 3

Helpgro and the Company shall cease, and LMH shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Purpose.** Given the symbiotic nature of the entities' purposes, LMH, Helpgro, and the Company (collectively, the "Organizations" and individually, an "Organization") have decided to merge into one entity in order to consolidate their charitable efforts, reduce the total administrative costs of operating the Organizations, and generally to operate more efficiently.

3. **Effective Date.** The merger shall become effective as of December 31, 2010, if the Articles of Merger are filed with the Florida Department of State prior to December 31, 2010. If the Articles of Merger are filed with the Florida Department of State after December 31, 2010, the merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Date").

4. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act and the Florida Limited Liability Company Act.

**FOURTH:** The manner and basis of converting the interests of the merging parties into interests, memberships, obligations, or securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

1. Immediately prior to the Effective Date, no person had any ownership or membership interests in Helpgro; therefore, upon the Effective Date, no ownership or membership interests in Helpgro shall be converted into ownership or membership interests in the Surviving Entity.

2. Immediately prior to the Effective Date, the Surviving Entity owned one hundred percent (100%) of the outstanding membership interests in the Company. Upon the Effective Date, all of the outstanding membership interests in the Company shall be cancelled.

3. There are no authorized or outstanding rights to acquire interests, memberships, obligations or other securities of the merging parties. Therefore, there is no manner or basis of converting rights to acquire interests, memberships, obligations or other securities of the merging parties into rights to acquire interests, memberships, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

**FIFTH:** The Board of Directors of the Surviving Entity as of the Effective Date shall remain the Board of Directors of the Surviving Entity following the Effective Date.

**SIXTH:** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.