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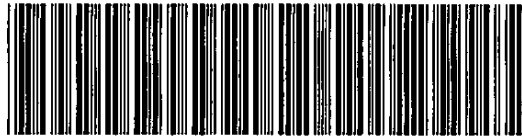
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TALLAHASSEE, FLORIDA

merger
of

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE SUMMIT OF CENTRAL FLORIDA, 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:

WILLIAM G. CHRISTOPHER, ESQUIRE
(Contact Person)

MAGLIO CHRISTOPHER & TOALE LAW FIRM
(Firm/Company)

2480 FRUITVILLE ROAD, SUITE 6
(Address)

SARASOTA, FL 34237
(City/State and Zip Code)

For further information concerning this matter, please call:

WILLIAM G. CHRISTOPHER, ESQUIRE At (941) 952-5242
(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)

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

(Not for Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

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

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(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 October 4, 2006
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 _____. 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 October 5, 2006. 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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

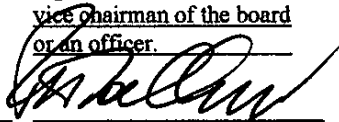
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

Typed or Printed Name of Individual & Title

The Summit of Central Florida, Inc.



Robert H. Hilliard, President

Morningside, Incorporated



John Creveling, President

PLAN OF MERGER

THIS PLAN OF MERGER dated October 4, 2006, between THE SUMMIT OF CENTRAL FLORIDA, INC., hereinafter referred to as the "surviving corporation," and MORNINGSIDE, INCORPORATED, hereinafter referred to as the "absorbed corporation."

WHEREAS, THE SUMMIT OF CENTRAL FLORIDA, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 700 East Welch Road, Apopka, Florida, 32712, and

WHEREAS, MORNINGSIDE, INCORPORATED is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9220 102nd Avenue, Seminole, Florida, 33777; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations that MORNINGSIDE, INCORPORATED be merged into THE SUMMIT OF CENTRAL FLORIDA, INC. pursuant to the provisions of Sections 617.1101 et seq. of the Florida Not For Profit Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** MORNINGSIDE, INCORPORATED shall merge with and into THE SUMMIT OF CENTRAL FLORIDA, INC., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion.** The Summit will continue to use its existing name and corporate status. However, The Summit will do business under a new fictitious name to be determined and announced prior to official opening.

(a) **Shore-Up Funding.** The Morningside Board will make immediate efforts to secure a loan or mortgage on the Morningside property. The Summit property may also be used as collateral for obtaining said loan or mortgage.

(b) **Sale of Morningside.** The Morningside Board will seek a buyer for the property in Seminole. If the sale occurs before the merger,

the Morningside Board will transfer the proceeds, following payment of all expenses, to The Summit. Any obligations for which Morningside, Incorporated is responsible, such as, but not limited to, any claims, the costs of maintaining, marketing, sales commissions, transaction fees for the sale of the Seminole property, Medicare cost report or other settlements, professional fees, etc., will be covered by the proceeds of the sale of the property.

(c) **New Board.** The Board of Directors governing the new nursing entity shall be formed of the Board members of The Summit and Morningside at the time of the merger. Future members will be added as guided by the new By-laws.

(d) **Combination of Finances.** Nominally, the finances of both entities should be combined.

(e) **Visiting Nurse Service.** The Summit will continue to maintain Visiting Nurse services covering the respective fields in the joint service area.

(f) **Employees.** Barbara A. Rigall, Executive Director; and Sylvia E. Pease, Director of Nursing, will remain in their present positions in the new organization. Recognizing that the board employs the Executive Director, who in turn employs the staff, employment offers will be extended to Morningside nursing and support staff in concert with the Executive Director's recommendations.

(g) **Patients.** The Summit will admit all Morningside's present patients, continuing any established patient benevolence agreements. Patient admissions are subject to the approval of the Admissions Committee (Executive Director, Director of Nursing, senior nursing staff as selected by the Director of Nursing) and are based on the ability of the Nursing Department to provide the care and oversight that the patient desires for as long as the patient needs that level of care.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

8 Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]

Attest:

Suzanne P. Connolly
Secretary *Suzanne P. Connolly*

THE SUMMIT OF CENTRAL FLORIDA, INC.

By

President

Robert H. Hilliard

[Corporate Seal]

Attest:

Marjorie Bamback
Secretary *MARJORIE BAMBACK*

MORNINGSIDE, INCORPORATED

By

President

John A. Creveling