

763030

Rogers, Towers, Et al - Mary Rose
Requestor's Name
106 S. Monroe Street
Address
Tallahassee, Florida 32301
City/State/Zip Phone #
222-7200

FILED
00 JAN 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Genesis Health, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE JAN 14 2000
Please provide a filed stamped copy.
Thank you.

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GENESIS SUPPORT SYSTEMS, INC., a Florida corporation, 766696

INTO

GENESIS HEALTH, INC., a Florida entity, 763030.

File date: January 14, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

GENESIS HEALTH, INC.
(a Florida not for profit corporation)

and

GENESIS SUPPORT SYSTEMS, INC.
(a Florida not for profit corporation)

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Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

1. Genesis Support Systems, Inc., a Florida not for profit corporation, shall be merged with and into Genesis Health, Inc., a Florida not for profit corporation. Genesis Health, Inc. shall be the surviving corporation.

2. The Plan of Merger dated December 30th, 1999, a copy of which is attached hereto and made a part hereof, pursuant to which Genesis Support Systems, Inc. shall be merged into Genesis Health, Inc. was (i) unanimously adopted and approved by the sole member of Genesis Support Systems, Inc. by written consent dated December 30th, 1999 and executed in accordance with section 617.0701; (ii) unanimously adopted and approved by the board of directors of Genesis Support Systems, Inc. by written consent dated December 30, 1999 and executed in accordance with section 617.0701; and (iii) unanimously adopted and approved by the eight members of the board of directors of Genesis Health, Inc. by written consent dated December 30, 1999 and executed in accordance with section 617.0701. No members of Genesis Health, Inc. are entitled to vote on a plan of merger.

3. The merger shall be effective at 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Genesis Health, Inc. and Genesis Support Systems, Inc. by their authorized officers as of the 30th day of December, 1999.

GENESIS HEALTH, INC.

By: 

J. Brooks Brown, M.D.
Its President

GENESIS SUPPORT SYSTEMS, INC.

By: 

Douglas M. Baer
Its President

PLAN OF MERGER

OF

GENESIS HEALTH, INC.
(a Florida not for profit corporation)

AND

GENESIS SUPPORT SYSTEMS, INC.
(a Florida not for profit corporation)

This Plan of Merger is a Plan of Reorganization dated this 30th day of December, 1999, for the merger of **GENESIS SUPPORT SYSTEMS, INC.**, a Florida not for profit corporation into **GENESIS HEALTH, INC.**, a Florida not for profit corporation. **GENESIS HEALTH, INC.** is to be the surviving corporation.

RECITALS

(1) Genesis Support Systems, Inc. is a Florida not for profit corporation d/b/a Brooks Support Systems. Genesis Support Systems, Inc. is organized upon a non-stock basis and has as its sole member, Genesis Health, Inc., a Florida not for profit corporation.

(2) Genesis Support Systems, Inc. is also the sole shareholder of GH Holdings, Inc., a Florida corporation.

(3) Genesis Health, Inc., is a Florida not for profit corporation d/b/a Brooks Health System. Genesis Health, Inc. is organized upon a non-stock basis and has as its members, the members of its board of directors.

(4) Economies of operation and savings in administrative expenses can be achieved by merging Genesis Support Systems, Inc. and Genesis Health, Inc. into a single corporation, with Genesis Health, Inc. being the surviving corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), Genesis Support Systems, Inc. shall be merged into Genesis Health, Inc. (the "Merger") and the separate corporate existence of Genesis Support Systems, Inc. shall cease and Genesis Health, Inc. (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida. Genesis Health, Inc. and Genesis Support Systems, Inc. are herein collectively referred to as the "Constituent Corporations".

1. The Merger shall become effective as of 12:01 a.m. on January 1, 2000 or, if later, the date upon which Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation without further action shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority, of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time and by reason of the Merger, Genesis Health, Inc. shall become the sole shareholder of GH Holdings, Inc. and shall possess all rights, powers and privileges associated therewith.

5. The Articles of Incorporation of Genesis Health, Inc. in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

6. The directors and officers of Genesis Health, Inc. immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation.

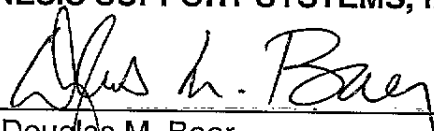
7. The members of Genesis Health, Inc. immediately prior to the Effective Time shall continue to be members of the Surviving Corporation and shall, without further action, possess all rights and obligations granted to members of Genesis Health, Inc. by its articles of Incorporation and bylaws.

8. This Plan of Merger may be abandoned without approval of the members entitled to vote on the Plan of Merger at any time prior to filing the Articles of Merger by any corporation party to the merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of any corporation a party to the Merger followed by written notice to the president of the other corporation a party to the Merger.

CERTIFICATION

GENESIS SUPPORT SYSTEMS, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of Genesis Support Systems, Inc. as of the 30th day of December, 1999, and was recommended by said Board of Directors to the sole member of Genesis Support Systems, Inc. and was approved as of the 30th day of December, 1999 by the Board of Directors of Genesis Health, Inc., on behalf of Genesis Health, Inc. as the sole member of Genesis Support Systems, Inc.

GENESIS SUPPORT SYSTEMS, INC.

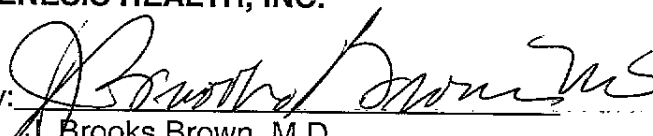
By: 

Douglas M. Baer
Its President

CERTIFICATION

GENESIS HEALTH, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Genesis Health, Inc. as of the 30th day of December, 1999, on behalf of Genesis Health, Inc.

GENESIS HEALTH, INC.

By: 

J. Brooks Brown, M.D.
Its Chairman