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MERGER OR SHARE EXCHANGE

GENESIS HEALTH, INC.

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**ARTICLES OF MERGER
OF**

GENESIS HEALTH, INC. #763030
(a Florida not for profit corporation)

and

BARTRAM PARK PARCEL 8, LLC #L05000080356
(a Florida limited liability company)

Pursuant to the provisions of Sections 617.1105 and 608.4832, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

1. Bartram Park Parcel 8, LLC, a Florida limited liability company, shall be merged with and into Genesis Health, Inc., a Florida not for profit corporation. Genesis Health, Inc. shall be the surviving entity.

2. The Plan of Merger, a copy of which is attached hereto and made a part hereof, pursuant to which Bartram Park Parcel 8, LLC, shall be merged into Genesis Health, Inc., was (i) unanimously adopted and approved by the board of directors of Genesis Health, Inc. on a meeting duly called and held on December 19, 2005 and (ii) approved by the sole member of Bartram Park Parcel 8, LLC by written consent dated October 29, 2005 and executed in accordance with Section 608.4231. Pursuant to Section 617.0721(1), 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, 2006.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Genesis Health, Inc. and Bartram Park Parcel 8, LLC by their authorized officer and managers, respectively, as of the 19th day of December, 2005.

GENESIS HEALTH, INC.

By: Douglas M. Baer
Douglas M. Baer
Its President

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BARTRAM PARK PARCEL 8, LLC

By: Douglas M. Baer
Douglas M. Baer, Manager

By: Timothy W. Reinschmidt
Timothy Reinschmidt, Manager

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PLAN OF MERGER

OF

GENESIS HEALTH, INC.

(a Florida not for profit corporation)

and

BARTRAM PARK PARCEL 8, LLC

(a Florida limited liability company)

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 617.1103 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 617.1101 and 608.4382, Florida Statutes.

RECITALS

(1) 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.

(2) Bartram Park Parcel 8, LLC, is a Florida limited liability company. Bartram Park Parcel 8, LLC is a manager managed limited liability company, the sole member of which is Genesis Health, Inc.

(3) Economies of operation and savings in administrative expenses can be achieved by merging Bartram Park Parcel 8, LLC and Genesis Health, Inc. into a single entity, with Genesis Health, Inc. being the surviving entity.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger, the Florida Not For Profits Corporation Act, and the Florida Limited Liability Company Act, at the Effective

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Time (as defined below), Bartram Park Parcel 8, LLC shall be merged into Genesis Health, Inc. (the "Merger"), the separate existence of Bartram Park Parcel 8, LLC shall cease, and Genesis Health, Inc. (the "Surviving Entity") shall continue its corporate existence pursuant to the laws of Florida. Genesis Health, Inc. and Bartram Park Parcel 8, LLC are herein collectively referred to as the "Constituent Entities".

1. The merger shall be effective at 12:01 a.m. on January 1, 2006 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 Entity without further action shall possess and retain every interest in all assets and property of every description of each of the Constituent Entities. The rights, privileges and immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

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

4. 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 Entity.

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5. The bylaws of Genesis Health, Inc. in effect immediately prior to the Effective Time shall continue without change and be the bylaws of the Surviving Entity.

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 Entity.

7. The members of Genesis Health, Inc. immediately prior to the Effective Time shall continue to be the members of the Surviving Entity 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. If at any time after the Effective Time, Genesis Health, Inc. determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of Genesis Health, Inc. or the managers of Bartram Park Parcel 8, LLC, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Genesis Health, Inc., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Genesis Health, Inc., or to otherwise carry out the provisions of this Plan of Merger.

9. 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 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 Genesis Health, Inc. or by the Managers of Bartram Park Parcel 8, LLC, followed by written

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notice to the Managers of Bartram Park Parcel 8, LLC or the president of Genesis Health, Inc., respectively.

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