

763575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

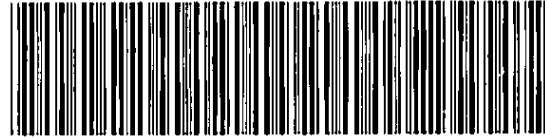
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

Office Use Only

135-561-738-524



900352561569

RECEIVED

2020 SEP 23 PM 2:20

REGISTRATION OFFICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PM 1:39

C GOLDEN

OCT 13 2020

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 434415 4319903

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 23, 2020

ORDER TIME : 12:53 PM

ORDER NO. : 434415-005

CUSTOMER NO: 4319903

ARTICLES OF MERGER

CHAPTERS HEALTH HOSPICE, INC.

INTO

HERNANDO-PASCO HOSPICE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson 62968

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 1, 2020

CORPORATION SERVICE COMPANY

SUBJECT: HERNANDO-PASCO HOSPICE, INC.  
Ref. Number: 763575

**RESUBMIT**  
Please give original  
submission date as file date

2020 OCT 12 PM 2:07

RECEIVED

We have received your document for HERNANDO-PASCO HOSPICE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

You have submitted two sets of Plan and Agreement of Merger (Exhibit A), please submit only one set; also the page count is inconsistent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 220A00019000



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 24, 2020

CORPORATION SERVICE COMPANY

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: HERNANDO-PASCO HOSPICE, INC.  
Ref. Number: 763575

We have received your document for HERNANDO-PASCO HOSPICE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

The signatures are too light.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 020A00018413

RECEIVED  
2020 SEP 30 PM 1:59

**ARTICLES OF MERGER**  
**OF**  
**CHAPTERS HEALTH HOSPICE, INC.**  
**INTO**  
**HERNANDO-PASCO HOSPICE, INC.**

2016 20 Feb 1:33

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Florida Statutes, § 617.1105.

**Article I**  
**Surviving Corporation**

The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hernando-Pasco Hospice, Inc.	Florida	763575

**Article II**  
**Merging Corporation**

The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Chapters Health Hospice, Inc.	Florida	N18000010662

**Article III**  
**Plan of Merger**

The Plan and Agreement of Merger (the "Plan of Merger") is attached hereto and incorporated herein by reference as Exhibit A.

**Article IV**  
**Effective Date**

The merger shall be effective on the date that Articles of Merger are filed with the Florida Department of State.

**Article V**  
**Adoption of Merger by Surviving Corporation**

The Plan of Merger was adopted and approved by the sole Member of Hernando-Pasco Hospice, Inc. on September 15, 2020, the number of votes cast for the merger was sufficient for approval, and the 1-0 vote in favor of the merger was unanimous.

**Article VI**  
**Adoption of Merger by Merging Corporation**

The Plan of Merger was adopted and approved by the sole Member of Chapters Health Hospice, Inc. on September 15, 2020, the number of votes cast for the merger was sufficient for approval, and the 1-0 vote in favor of the merger was unanimous.

**Article VII**  
**Articles of Incorporation of Surviving Corporation**

The Amended and Restated Articles of Incorporation of the surviving corporation, Hernando-Pasco Hospice, Inc., as filed with the Florida Department of State shall continue to be the Articles of Incorporation of such surviving corporation until revised in accordance with its Bylaws.

The Plan of Merger was approved by the sole Member of Hernando-Pasco Hospice, Inc. and the sole Member of Chapters Health Hospice, Inc. in accordance with Section 617.1105(2), Florida Statutes, as more particularly set forth in Article V and Article VI above.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 15<sup>th</sup> day of September, 2020.

HERNANDO-PASCO HOSPICE, INC.

By: 

Name: Andrew Molosky

Title: Chairman

CHAPTERS HEALTH HOSPICE, INC.

By: 

Name: Andrew Molosky

Title: Chairman

## EXHIBIT A

### PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Plan of Merger") is executed as of the 15th day of September, 2020, between Hernando-Pasco Hospice, Inc., a Florida not for profit corporation (the "Surviving Corporation") and Chapters Health Hospice, Inc., a Florida not for profit corporation (the "Merging Corporation").

WHEREAS, the Surviving Corporation was incorporated in the State of Florida on June 4, 1982, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, the Merging Corporation was incorporated in the State of Florida on October 5, 2018, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, the Surviving Corporation and Merging Corporation both deem it advisable and in their respective best interests that the Merging Corporation be merged with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, for and in consideration of the foregoing premises and the mutual covenants set forth herein, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto do hereby acknowledge and agree to this Plan of Merger.

### ARTICLE I PLAN OF MERGER

1.1 Adoption Plan. This Plan of Merger between and among the Surviving Corporation and Merging Corporations has been adopted pursuant to the provisions of Florida Statutes, § 617.1101 and 617.1103, as follows:

(a) The name and jurisdiction of the Surviving Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hernando-Pasco Hospice, Inc.	Florida

(b) The name and jurisdiction of the Merging Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Chapters Health Hospice, Inc.	Florida

(c) The name of the Surviving Corporation shall be Hernando-Pasco Hospice, Inc.

(d) Upon the completion of the Merger, the separate existence of the Merging Corporation shall cease and all the property, real, personal, and mixed, and all other assets, rights, and approvals of or held by the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thereafter be responsible for all liabilities and obligations of the Merging Corporation.

1.2 Effective Date. The effective time and date of the Merger referenced in this Plan of Merger shall be the effective time and date set forth in Articles of Merger to be filed of record with the Florida Department of State.

1.3 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporation shall be conducted by the Surviving Corporation. The principal office of the Surviving Corporation immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the Board of Directors of the Surviving Corporation.

1.4 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effectuate the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

## **ARTICLE II DIRECTORS AND OFFICERS**

### **2.1 Directors and Officers of Surviving Corporation: Authorization.**

(a) The Board of Directors of the Surviving Corporation as of the date of the Merger shall continue to serve as the Board of Directors of the Surviving Corporation until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

(b) All persons who, as of the effective date of the Merger, are officers of the Surviving Corporation, shall remain as officers of the Surviving Corporation until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

(c) The Presidents of the Merging Corporation and the Surviving Corporation, respectively, and such other corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this Plan of Merger and the Articles of



Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger herein provided for.

### **ARTICLE III**

#### **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

3.1 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation as of the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation after the Merger.

### **ARTICLE IV**

#### **BEQUESTS AND DISTRIBUTIONS**

4.1 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, the Merging Corporation may be designated as a beneficiary of a last will and testament, testamentary trust, inter vivos trust, or some other similar instrument, and that any and all such bequests and distributions shall be distributed and delivered to the Surviving Corporation for use by such Surviving Corporation in accordance with applicable law.

### **ARTICLE V**

#### **INTERPRETATION AND ENFORCEMENT**

5.1 Entire Agreement. This Plan of Merger contains the entire agreement between the parties with respect to the contemplated Merger. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original.

[Continued on Next Page]

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Plan of Merger to be effective as of the date first referenced above.

HERNANDO-PASCO HOSPICE, INC

By: 

Name: Andrew Molosky

Title: Chairman

CHAPTERS HEALTH HOSPICE, INC.

By: 

Name: Andrew Molosky

Title: Chairman