769011

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Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	$113.75

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Merger

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JUN 20 2014
T. CARTER

ARTICLES OF MERGER
MERGING
SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. AND THE CENTER FOR DRUG FREE LIVING, INC. WITH AND INTO ASPIRE HEALTH PARTNERS, INC.

Pursuant to Sections 617.1101, 617.1103, 617.1105 and 617.1106 of the Florida Not For Profit Corporation Act, **SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC.**, a Florida not-for-profit corporation ("Seminole"), **THE CENTER FOR DRUG FREE LIVING, INC.**, a Florida not-for-profit corporation ("CFDFL") (hereinafter collectively referred to as the "Merging Corporations") and **ASPIRE HEALTH PARTNERS, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger:

ARTICLE I

The name, type of entity, jurisdiction of the governing law and Florida document number of the Surviving Corporation is as follows:

Name	Jurisdiction of the Constituent Business Entity's Governing Law and Document Number	Type of Entity
ASPIRE HEALTH PARTNERS, INC.	Florida (769011)	Not-for-profit corporation

ARTICLE II

The name, type of entity, jurisdiction of the governing law and Florida document number of the Merging Corporations is as follows:

Name	Jurisdiction of the Constituent Business Entity's Governing Law and Document Number	Type of Entity
SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC.	Florida (717744)	Not-for-profit corporation

THE CENTER FOR DRUG FREE LIVING, INC.	Florida (723542)	Not-for-profit corporation

ARTICLE III

The Plan of Merger pursuant to which the Merging Corporations shall merge with and into the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State or 12:01 AM on July 1, 2014 (the "Effective Date").

ARTICLE V

The Plan of Merger was adopted and approved (i) by the Board of Directors and Members of the Surviving Corporation in accordance with Chapter 617, Florida Statutes (the governing law of the Surviving Corporation), by unanimous vote of the Directors and Members of the Surviving Corporation eligible to vote at a meeting called for that purpose on the 25th day of July, 2013, after the required notice was given, at which a sufficient quorum existed, and for which the number of votes cast for the merger was sufficient for approval, and (ii) in accordance with the terms of the governing documents of the Surviving Corporation.

ARTICLE VI

The Plan of Merger was adopted and approved (i) by the Board of Directors and Members of Seminole in accordance with Chapter 617, Florida Statutes (the governing law of Seminole), by unanimous vote of the Directors and Members of Seminole eligible to vote at a meeting called for that purpose on the 25th day of July, 2013, after the required notice was given, at which a sufficient quorum existed, and for which the number of votes cast for the merger was sufficient for approval, and (ii) in accordance with the terms of the governing documents of Seminole.

ARTICLE VII

The Plan of Merger was adopted and approved (i) by the Board of Directors and Members of CFDFL in accordance with Chapter 617, Florida Statutes (the governing law of Seminole), by unanimous vote of the Directors and Members of CFDFL eligible to vote at a meeting called for that purpose on the 25th day of July, 2013, after the required notice was given, at which a sufficient quorum existed, and for which the number of votes cast for the merger was sufficient for approval, and (ii) in accordance with the terms of the governing documents of CFDFL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Board of Directors of the Merging Corporations and the Surviving Corporation have each caused these Articles of Merger to be executed by their respective authorized officer this 17th day of June, 2014.

MERGING CORPORATIONS:

SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC.

By: Debbie R Driskell
Name: Debbie R. Driskell
Title: Chief Executive Officer

THE CENTER FOR DRUG FREE LIVING, INC.

By: Richard Jacobs
Name: Richard Jacobs
Title: President and Chief Executive Officer

SURVIVING CORPORATION:

ASPIRE HEALTH PARTNERS, INC.

By: Jerry Kassab
Name: Jerry Kassab
Title: President and Chief Executive Officer

EXHIBIT A

PLAN OF MERGER
OF
SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. AND
THE CENTER FOR DRUG FREE LIVING, INC.
MERGING WITH AND INTO
ASPIRE HEALTH PARTNERS, INC.

THIS PLAN OF MERGER is approved and adopted by **SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC.**, a Florida not-for-profit corporation, **THE CENTER FOR DRUG FREE LIVING, INC.**, a Florida not-for-profit corporation (hereinafter collectively referred to as the "Merging Corporations") and **ASPIRE HEALTH PARTNERS, INC.** (formerly known as Lakeside Behavioral Healthcare, Inc.), a Florida not-for-profit corporation (the "Surviving Corporation"):

ARTICLE I

1.1 **Name of Surviving Corporation**. The name of the Surviving Corporation is ASPIRE HEALTH PARTNERS, INC.

1.2 **Surviving Corporation Principal Place of Business and Mailing Address**. The Surviving Corporation's principal place of business and mailing address is 1800 Mercy Drive, Suite 100, Orlando, Florida 32808.

1.3 **Surviving Corporation Jurisdiction**. The Surviving Corporation's governing jurisdiction is Florida.

1.4 **Agreement and Plan of Merger**. That certain Agreement and Plan of Merger by and among the Merging Corporations and the Surviving Corporation dated July 30, 2013 and amended on June 17, 2014 (the "Merger Agreement"), is hereby incorporated by reference into this Plan of Merger. A copy of the amended Merger Agreement is available at the offices of the Surviving Corporation upon request. If there is any conflict between this Plan of Merger and the amended Merger Agreement, the amended Merger Agreement shall control.

ARTICLE II

2.1 **Names of Merging Corporations**. The name of each Merging Corporation is SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. and THE CENTER FOR DRUG FREE LIVING, INC.

2.2 **Merging Corporations' Principal Place of Business**. The principal place of business of SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. is 237 Fernwood Boulevard, Fern Park, Florida 32730. The principal place of business of THE CENTER FOR DRUG FREE LIVING, INC. is 5151 Adanson Street, Orlando, Florida 32804.

2.3 **Merging Corporations' Jurisdiction**. The Merging Corporations' governing jurisdiction is Florida.

ARTICLE III

3.1 **The Merger**. As of the Effective Time, the Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"), the separate existence of the Merging Corporations shall thereupon cease, and the Surviving Corporation shall be the Surviving Corporation in the Merger and shall continue its legal existence under the laws of the State of Florida.

3.2 **Effect of Merger**. The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act (the "Act").

3.3 **Effective Time**. The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State or 12:01 AM on July 1, 2014 (the "Effective Time").

ARTICLE IV

4.1 **Rights and Obligations of the Merging Corporations**. From and after the Effective Time, the Merger shall have the effects set forth in the Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Merging Corporations shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Merging Corporations shall become the debts, liabilities and duties of the Surviving Corporation.

4.2 **No Stock or Consideration Due from Merging Corporations**. There is no stock or other ownership interest in the Merging Corporations as of the Effective Time. No consideration shall be received in connection with the Merger.

ARTICLE V

5.1 **Surviving Corporation's Articles of Incorporation and Bylaws**. The amended Articles of Incorporation and the Amended and Restated Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be and will remain the Articles of Incorporation and Bylaws of the Surviving Corporation, unless and until such amended Articles of Incorporation and Amended and Restated Bylaws shall be further amended as provided by the amended Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation or by law.

5.2 **Merging Corporations' Articles of Incorporation and Bylaws**. The Articles of Incorporation and Bylaws of the Merging Corporations as amended to date, as such, shall be terminated as of the Effective Time and thereafter be of no further force or effect.

5.3 **Surviving Corporation Officers, Directors and Members**. The officers and the directors (all of which directors are also the present Members of the Surviving Corporation) of the Surviving Corporation in effect immediately prior to the Effective Time shall be and will remain the officers, directors and Members of the Surviving Corporation, until such time as their successors are duly elected and qualified in accordance with the terms of the amended Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation.