

F94314

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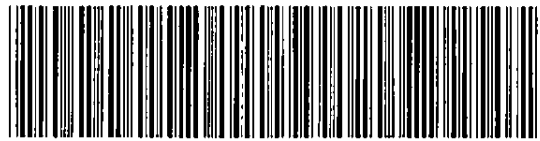
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF COURT
CLERK OF COURT

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **Healthnet Services, Inc.**

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Leslie A. Evans

Contact Person

Dinsmore & Shohl LLP

Firm/Company

225 E Robinson St., Ste 600

Address

Orlando, FL 32801

City/State and Zip Code

Leslie.Evans@Dinsmore.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie A. Evans

Name of Contact Person

At (**407**) **425-9044**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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**ARTICLES OF MERGER
OF
JEWETT HOLDINGS LLC
(A Florida Limited Liability Company. Document Number: L12000014813)
AND
HEALTHNET SERVICES, INC.
(A Florida Profit Corporation. Document Number: F94314)**

Pursuant to section 607.1105, Florida Statutes, and in accordance with Florida Statutes Chapter 607, the Florida Business Corporation Act, and Florida Statutes Chapter 605, the Florida Revised Limited Liability Company Act, **HEALTHNET SERVICES, INC.**, a Florida corporation, with its principal address at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806, and **JEWETT HOLDINGS LLC**, a Florida limited liability company, with its principal address at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806, hereby adopt the following Articles of Merger:

**ARTICLE I
MERGER**

1. JEWETT HOLDINGS LLC, a Florida limited liability company duly organized and existing under the laws of the State of Florida ("Merging Entity"), shall be merged with and into HEALTHNET SERVICES, INC., a Florida corporation duly organized and existing under the laws of the State of Florida ("Surviving Corporation"); and
2. The separate existence of JEWETT HOLDINGS LLC, a Florida limited liability company, shall cease; and
3. HEALTHNET SERVICES, INC., a Florida corporation, shall survive the merger and shall continue to be governed by the laws of the State of Florida (collectively, subsections (i)-(iii) of Article II of the Plan of Merger are referred to herein as the "Merger").

**ARTICLE II
SURVIVING CORPORATION; PLAN OF MERGER**

1. The Surviving Corporation's participation in the Merger is duly authorized in accordance with sections 607.0302(6) and 607.1101-607.1107 of the Florida Business Corporation Act.
2. The Plan of Merger attached hereto as **Exhibit "A"** was duly approved and adopted by unanimous written consent of the Board of Directors of the Surviving Corporation and delivered in accordance with sections 607.0821 and 607.1103 of the Florida Business Corporation Act. Surviving Corporation shareholder approval of the Plan of Merger is not required pursuant to section 607.1103(8) of the Florida Business Corporation Act.

**ARTICLE III
MERGING ENTITY; PLAN OF MERGER**

1. The Merging Entity's participation in the Merger is duly authorized in accordance with sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act.

2. The Plan of Merger attached hereto as **Exhibit "A"** was duly approved and adopted by the sole member of the Merging Entity in accordance with section 605.1023 of the Florida Revised Limited Liability Company Act and by each member of the Merging Entity who as a result of the merger will have interest holder liability under section 605.1023(1)(b) of the Florida Revised Limited Liability Company Act and whose approval is required.

3. Pursuant to section 605.1025(2)(h) of the Florida Revised Limited Liability Company Act, to the extent not waived by such member, the Surviving Corporation has agreed to pay to any members of the Merging Entity with appraisal rights the amount to which such members are entitled under sections 605.1006 and 605.1061-1072 of the Florida Revised Limited Liability Company Act.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS; ARTICLES OF INCORPORATION

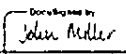
The Surviving Corporation's principal place of business shall remain 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger shall continue in effect to govern the Surviving Corporation after the Merger.

ARTICLE V
EFFECTIVE DATE

The Merger shall become effective when these fully executed Articles of Merger have been filed with and accepted by the State of Florida Department of State (the "Effective Date").

IN WITNESS WHEREOF, the undersigned signed these Articles of Merger on this ____ day of January 17, 2025, 2024.

HEALTHNET SERVICES, INC., a Florida corporation

By: 
John Miller, Chairman

JEWETT HOLDINGS LLC, a Florida limited liability company

By: HEALTHNET SERVICES, INC., a Florida corporation, its Authorized Member

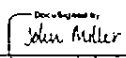
By: 
John Miller, Chairman

EXHIBIT A

**PLAN OF MERGER
OF
JEWETT HOLDINGS LLC
(A Florida Limited Liability Company, Document Number: L12000014813)
AND
HEALTHNET SERVICES, INC.
(A Florida Profit Corporation, Document Number: F94314)**

This Plan of Merger, submitted for filing pursuant to section 607.1101, Florida Statutes, is dated as of December 31, 2024 (the "Agreement"), and entered into by and between **HEALTHNET SERVICES, INC.**, a Florida corporation ("HSI"), and its wholly owned subsidiary, **JEWETT HOLDINGS LLC**, a Florida limited liability company ("JEWETT HOLDINGS") (together, referred to herein as the "Constituent Companies").

RECITALS

WHEREAS, HSI is a Florida corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, JEWETT HOLDINGS is a Florida limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, HSI and JEWETT HOLDINGS each have determined it is desirable and in the best interest of the Constituent Companies that JEWETT HOLDINGS be merged into HSI, with HSI being the surviving corporation; and

WHEREAS, the sole member of JEWETT HOLDINGS is HSI; and

WHEREAS, the members and directors of HSI and JEWETT HOLDINGS, as applicable, have adopted and approved this Agreement in accordance with and pursuant to Florida Statutes Chapter 607, the Florida Business Corporation Act; and Florida Statutes Chapter 605, the Florida Revised Limited Liability Company Act (collectively, the "Acts"); and

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Companies hereby agree, subject to the terms and conditions hereinafter set forth and in accordance with the Acts, as follows:

**ARTICLE I
RECITALS**

The Recitals set forth above are true and correct and are incorporated by reference herein.

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TREASURY DIVISION

ARTICLE II
MERGER; DESIGNATION OF SURVIVING CORPORATION

In accordance with the provisions of this Agreement and the Acts, (i) JEWETT HOLDINGS LLC, a Florida limited liability company, shall be merged with and into HEALTHNET SERVICES, INC., a Florida corporation; (ii) the separate existence of JEWETT HOLDINGS LLC, a Florida limited liability company, shall cease, and (iii) HEALTHNET SERVICES, INC., a Florida corporation, shall survive the merger and shall continue to be governed by the laws of the State of Florida (collectively, subsections (i)-(iii) of this Article II are referred to herein as the "Merger"). HEALTHNET SERVICES, INC., a Florida corporation, shall be, and is herein sometimes referred to as, the "Surviving Corporation."

ARTICLE III
PRINCIPAL OFFICE

The principal office of HSI shall be the principal office of the Surviving Corporation following the Merger.

ARTICLE IV
GOVERNING DOCUMENTS; MANAGERS, OFFICERS, AND DIRECTORS

1. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of HSI in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation upon the Merger until duly amended in accordance with the provisions thereof and applicable law. A copy of the Articles of Incorporation is maintained in the corporate offices of the Surviving Corporation.

2. Directors. The directors of HSI immediately prior to the Effective Date of the Merger shall be the directors of the Surviving Corporation upon the Merger. The directors shall continue to serve until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

ARTICLE V
TERMS AND CONDITIONS OF MERGER

The Merger will be consummated in accordance with the terms set forth in this Agreement.

ARTICLE VI
CONVERSION OF INTERESTS; EFFECT OF MERGER

1. HSI Shareholders. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Companies, the existing sole shareholder of HSI shall continue to be the sole shareholder of the Surviving Corporation.

2. JEWETT HOLDINGS Membership. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Companies, all membership interests in JEWETT HOLDINGS shall cease to exist.

3. Effect of Merger. Upon the Effective Date of the Merger, the following shall or shall be deemed to have occurred:

- a. Impact of Merger. (a) the title to all real estate and other property, or any interest therein, owned by JEWETT HOLDINGS is vested in the Surviving Corporation without transfer, reversion, or impairment; (b) the Surviving Corporation shall thereafter be responsible and liable for all the debts, liabilities, and obligations of JEWETT HOLDINGS; (c) any claim existing or action or proceeding pending by or against JEWETT HOLDINGS may be continued as if the Merger did not occur and the Surviving Corporation may be substituted in the proceeding for JEWETT HOLDINGS; (d) neither the rights of creditors nor any liens upon the property of JEWETT HOLDINGS shall be impaired by the Merger; and (e) except as otherwise provided by law, all the rights, privileges, immunities, powers, and purposes of JEWETT HOLDINGS shall vest in the Surviving Corporation.
- b. Classification of Surviving Corporation. For Federal income tax purposes, the Surviving Corporation shall continue to be taxed in the manner in effect immediately prior to the Effective Date of the Merger.
- c. Continuation of Business. The Surviving Corporation shall continue the business of JEWETT HOLDINGS and HSI.
- d. Taxable Year. The taxable year of JEWETT HOLDINGS shall be closed as a result of the Merger.
- e. EIN. The EIN of HSI shall continue to be the EIN of the Surviving Corporation.

ARTICLE VII

APPROVAL OF MEMBERS, AND DIRECTORS; EFFECTIVE DATE

1. The Merger shall take place when (a) this Plan of Merger shall have been adopted and approved by the respective members and directors of HSI and JEWETT HOLDINGS, as applicable, in accordance with the requirements of the Acts; and (b) fully executed Articles of Merger of the Constituent Companies have been filed with and accepted by the Secretary of the State of Florida Department of State.
2. The date and time when the Merger shall become effective is the date and time fully executed Articles of Merger of the Constituent Companies have been filed with and accepted by the State of Florida Department of State (the "Effective Date" of the Merger).

ARTICLE VIII

AMENDMENT; ABANDONMENT OF PLAN OF MERGER

At any time before the filing of the Articles of Merger with the Florida Department of State, this Agreement may be amended or terminated only by written mutual consent of the Constituent Companies in the same manner that this Agreement was approved, and the Merger may be abandoned, notwithstanding the prior approval of this Agreement, only by mutual written consent of the Constituent Companies in the same manner that this Agreement was approved.

ARTICLE IX
WAIVERS

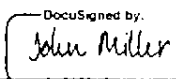
HSI, being the sole member of JEWETT HOLDINGS, does hereby waive any appraisal rights it may have regarding the Merger.

ARTICLE X
GENERAL

1. Agreement. Executed copies of this Agreement will be on file at the principal office of the Surviving Corporation.
2. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.
3. Counterparts; Electronic Execution. This Agreement and the Articles of Merger may be executed electronically and in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Plan of Merger, having been adopted by the respective members and directors of the undersigned Constituent Companies in accordance with and pursuant to the Acts, is hereby executed on behalf of each of such entity.

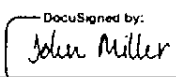
HEALTHNET SERVICES, INC., a Florida corporation

By: 

John Miller, Chairman

JEWETT HOLDINGS LLC, a Florida limited liability company

By: HEALTHNET SERVICES, INC., a Florida corporation, its Authorized Member

By: 

John Miller, Chairman

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