

Document Number only

F95000000637

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002627818--6

-08/28/98--01068--019

****280.00 ****280.00

800002627818--6

-08/28/98--01068--020

*****52.50 *****52.50

FRM Management, Inc. et al
merging into:
Horizon Behavioral Services, Inc.

98 AUG 28 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Effective 9/1/98

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

8/28/98

EFFECTIVE DATE

9-1-98

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOHN

SECRETARY OF STATE

FLORIDA

98 AUG 28 PM 12:27

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 31, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HORIZON BEHAVIORAL SERVICES, INC.
Ref. Number: F95000000637

Walk - In
Pick - Up

Please back date

effective date of
9/1/98

We have received your document for HORIZON BEHAVIORAL SERVICES, INC. and your check(s) totaling \$332.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00044712

RECEIVED
98 SEP -1 AM 11:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HORIZON BEHAVIORAL SERVICES, INC.
Ref. Number: F95000000637

*Walk In
pick up*

*Please back date
to Original date
received*

Thanks

We have received your document for HORIZON BEHAVIORAL SERVICES, INC. and your check(s) totaling \$332.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Articles of Merger are filed in compliance with 607.1107 of the Florida Statutes.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00045071

RECEIVED
98 SEP - 1 PM 3:26
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

FPM MANAGEMENT, INC., a Florida corporation, J12482
a Delaware corporation

FPM OF OHIO, INC.,

FPM OF LOUISIANA, INC., a Delaware corporation
Delaware corporation

FPM/HAWAII, INC., a

FPM OF WEST VIRGINIA, INC., a Delaware corporation
Delaware corporation

FPM OF UTAH, INC., a

FPM/SOUTHEAST, INC., a Delaware corporation

INTO

HORIZON BEHAVIORAL SERVICES, INC., a Delaware corporation,
F95000000637

File date: August 28, 1998, effective September 1, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

9-1-98

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section(s) 607.1107 of the Florida Statutes:

FILED
98 AUG 28 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. FPM Management, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Florida	Profit Corporation
Florida Document/Registration Number: J12482		FEI Number: 59-2666025
2. FPM of Ohio, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation
Florida Document/Registration Number: n/a		FEI Number: 59-3310878
3. FPM of Louisiana, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation
Florida Document/Registration Number: n/a		FEI Number: 59-3281688
4. FPM/Hawaii, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation
Florida Document/Registration Number: n/a		FEI Number: 99-0313009
5. FPM of West Virginia, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation
Florida Document/Registration Number: n/a		FEI Number: 59-3279511

6. FPM of Utah, Inc. Delaware Profit Corporation
1500 Waters Ridge Drive
Lewisville, TX 75057

Florida Document/Registration Number: n/a FEI Number: 65-0766720

7. FPM/Southeast, Inc. Delaware Profit Corporation
1500 Waters Ridge Drive
Lewisville, TX 75057

Florida Document/Registration Number: n/a FEI Number: 59-3281690

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Horizon Behavioral Services, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation

Florida Document/Registration Number: F95000000637 FEI Number: 59-3269144

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1107 of the Florida Statutes, _____ and was approved by written consent of the sole Director of the surviving party on August 26, 1998, the surviving party being the sole shareholder of each of the merging parties set forth above, and was approved by written consent of the sole Director of each of the merging parties on August 26, 1998.

FOURTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida States, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FIFTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of September 1, 1998.

EIGHTH: The articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

HORIZON BEHAVIORAL SERVICES, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM MANAGEMENT, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM OF OHIO, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM OF LOUISIANA, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM/HAWAII, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM OF WEST VIRGINIA, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM OF UTAH, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM/SOUTHEAST, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

PLAN OF MERGER

WHEREAS, Horizon Behavioral Services, Inc. ("HBS") is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM of Ohio, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM/Southeast, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM of Louisiana, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM/Hawaii, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM of West Virginia, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM of Utah, Inc. is a corporation duly organized and validly existing under the laws of the State of Delaware having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM Management, Inc. is a corporation duly organized and validly existing under the laws of the State of Florida having authorized capital stock consisting of Seven Thousand Five Hundred (7,500) shares of common stock, \$1.00 par value per share, all of which are entitled to vote and of which Two Thousand Two Hundred Fifty-Nine (2,259) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPM of Ohio, Inc., FPM/Southeast, Inc., FPM of Louisiana, Inc., FPM/Hawaii, Inc., FPM of West Virginia, Inc., FPM of Utah, Inc. and FPM Management, Inc. are sometimes referred to herein collectively as the "Merging Corporations", and the Merging Corporations together with Horizon Behavioral Services, Inc. are sometimes referred to herein as the "Constituent Corporations"; and

WHEREAS, the Merging Corporations are each wholly-owned subsidiaries of HBS; and

WHEREAS, the sole Director of HBS and the sole Director of each of the Merging Corporations deem it advisable that the Merging Corporations merge with and into HBS upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Delaware and the State of Florida (the "Merger"), and that the shares of the Merging Corporations be canceled upon consummation of the Merger as set forth herein; and

WHEREAS, as required by Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the sole Director of HBS and the sole Director of each of the Merging Corporations, by resolutions duly adopted on August 26, 1998, approved and consented to the provisions of this Plan of Merger, as follows:

SECTION I.

Effect of the Merger; Manner and Bases of Converting and Canceling Shares

A. At the Effective Time (as defined in Section II below), the Merging Corporations shall be merged with and into HBS, the separate corporate existence of the Merging Corporations (except as may be continued by operation of law) shall cease, and HBS shall continue as the surviving corporation, all with the effects provided by applicable

law. HBS in its capacity as the surviving corporation of the Merger, is sometimes referred to herein as the "Surviving Corporation".

B. At the Effective Time, each share of the Merging Corporations issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the Merging Corporations, HBS as the sole shareholder of the Merging Corporation, or any other person, be canceled and no cash or rights or securities or other property shall be payable in respect thereof. At the Effective Time, each issued and outstanding share of the Surviving Corporation shall continue as an issued and outstanding share of the Surviving Corporation.

C. At the Effective Time, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations on whatever account, for stock subscriptions, as well as for all other choses in action inuring or without further act or deed; the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of said Constituent Corporations and any claim existing or action or proceeding pending by or against any of said Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Neither the rights of creditors nor any liens or security interests upon the property of any of the Constituent Corporations shall be impaired by the Merger.

D. The assets and liabilities of the Constituent Corporations, as of the Effective Time of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The amount of the capital surplus and earned surplus accounts of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Delaware and with generally accepted accounting principles.

SECTION II.

Effective Time

A. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section IV.(B.) hereof, HBS shall cause a Certificate of Ownership and Merger

to be executed and filed with the Secretary of State of the State of Delaware as provided in Section 253 of the DGCL.

B. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section IV.(B.) hereof, HBS and the Merging Corporations shall cause Articles of Merger and this Plan of Merger to be executed and filed with the Secretary of State of the State of Florida as provided in Section 607.0120 of the FBCA.

C. The Merger shall become effective September 1, 1998 upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State and the Articles of Merger and this Plan of Merger with the Florida Secretary of State (the "Effective Time").

SECTION III.

Articles of Incorporation, By-Laws, Board of Directors and Officers

A. The Certificate of Incorporation of HBS as in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation, until it shall be amended as provided by law.

B. The Bylaws of HBS as in effect at the Effective Time, subject to alteration, amendment or repeal from time to time by the Board of Directors or the stockholders of the Surviving Corporation, shall be the Bylaws of the Surviving Corporation.

C. The members of the Board of Directors and the officers of HBS holding office immediately prior to the Effective Time shall be the members of the Board of Directors and the officers (holding the same positions as they held with HBS immediately prior to the Effective Time) of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death.

SECTION IV.

Amendment or Abandonment

A. HBS and each of the Merging Corporations by consent of its Board of Directors, may amend, modify or supplement this Plan of Merger with respect to the Merging Corporations in such manner as may be agreed upon by them in writing.

B. This Plan of Merger may be terminated and the Merger may be abandoned for any reason by a resolution adopted by the Board of Directors of HBS at any time prior to the

Effective Time. In the event of the termination of this Plan of Merger, this Plan of Merger shall forthwith become void and there shall be no liability hereunder on the part of any party or its respective officers and directors, except liability for intentional breach or misrepresentation or common law fraud.

SECTION V.

Miscellaneous

A. The internal law, not the law of conflicts, of the State of Delaware will govern all questions concerning the construction, validity and interpretation of this Plan of Merger.

B. This Plan of Merger is not intended to confer upon any person (other than the parties hereto and their respective successors and assigns) any rights or remedies hereunder or by reason hereof.

C. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of the Merging Corporations or HBS acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Merging Corporations or the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of any of the Merging Corporations or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority duly given by resolutions adopted by its sole Director, have caused this Plan of Merger to be executed by its duly authorized officer, on this 31st day of August, 1998.

HORIZON BEHAVIORAL SERVICES, INC.,
a Delaware corporation

By: James W. McAtee
James W. McAtee, Executive Vice President

FPM MANAGEMENT, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPM OF OHIO, INC.

By James W. McAtee
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James W. McAtee, Executive Vice President

FPM/SOUTHEAST, INC.

By James W. McAtee
James W. McAtee, Executive Vice President