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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Horizon Behavioral Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	098
Estimated Charge	\$245.00

\$135.00

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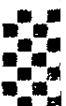
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C. M. M. M.



## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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. <u>Horizon Behavioral Services of Florida, LLC</u> <u>1500 Waters Ridge Drive</u> <u>Lewisville, TX 75057</u>	<u>Florida</u>	<u>Ltd. Liability Company</u>

Florida Document/Registration Number: 515503-103-23030 FEI Number: 59-3007136

2. <u>Florida Psychiatric Associates, LLC</u> <u>1500 Waters Ridge Drive</u> <u>Lewisville, TX 75057</u>	<u>Florida</u>	<u>Ltd. Liability Company</u>
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Florida Document/Registration Number: 515503-103-23036 FEI Number: 59-1840843

3. <u>Occupational Health Consultants of America, LLC</u> <u>1500 Waters Ridge Drive</u> <u>Lewisville, TX 75057</u>	<u>Tennessee</u>	<u>Ltd. Liability Company</u>
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Florida Document/Registration Number: 1003000002726 FEI Number: 62-1225290

4. <u>Employee Assistance Programs International, LLC</u> <u>1500 Waters Ridge Drive</u> <u>Lewisville, TX 75057</u>	<u>Colorado</u>	<u>Ltd. Liability Company</u>
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Florida Document/Registration Number: N/A FEI Number: 84-1153043

(Attach additional sheet(s) if necessary)

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**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.	DELAWARE	CORPORATION
1500 WATERS RIDGE DRIVE		
LEWISVILLE, TX 75057		

Florida Document/Registration Number: 793000000637 FBI Number: 59-3269144

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 43, Florida Statutes, 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.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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, 620.203, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, partner, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
<u>HORIZON BEHAVIORAL SERVICES OF FLORIDA, LLC</u>	<u>David K. Meyers</u>	BY Horizon Behavioral Services, Inc., Member BY David K. Meyers, Secretary <u>David K. Meyers</u>
<u>FLORIDA PSYCHIATRIC ASSOCIATES, LLC</u>	<u>David K. Meyers</u>	BY Horizon Behavioral Services, Inc., Member BY David K. Meyers, Secretary
<u>OCCUPATIONAL HEALTH CONSULTANTS OF AMERICA, LLC</u>	<u>David K. Meyers</u>	BY Horizon Behavioral Services, Inc., Member BY David K. Meyers, Secretary
<u>EMPLOYEE ASSISTANCE PROGRAMS INTERNATIONAL, LLC</u>	<u>David K. Meyers</u>	BY Horizon Behavioral Services, Inc., Member BY David K. Meyers, Secretary
<u>HORIZON BEHAVIORAL SERVICES, INC.</u>	<u>David K. Meyers</u>	BY David K. Meyers, Secretary

(Attach additional sheet(s) if necessary)

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DATE 11-11-01 BY 60322 UCBAW

**AGREEMENT AND PLAN OF MERGER  
OF  
EMPLOYEE ASSISTANCE PROGRAMS INTERNATIONAL, LLC,  
FLORIDA PSYCHIATRIC ASSOCIATES, LLC,  
HORIZON BEHAVIORAL SERVICES OF FLORIDA, LLC, AND  
OCCUPATIONAL HEALTH CONSULTANTS OF AMERICA, LLC  
WITH AND INTO  
HORIZON BEHAVIORAL SERVICES, INC.**

**AGREEMENT AND PLAN OF MERGER** (this "Agreement"), dated as of August 18, 2005, by and among Employee Assistance Programs International, LLC, a Colorado limited liability company, Florida Psychiatric Associates, LLC, a Florida limited liability company, Horizon Behavioral Services of Florida, LLC, a Florida limited liability company, Occupational Health Consultants of America, LLC, a Tennessee limited liability company (collectively, the "Merging Companies"), and Horizon Behavioral Services, Inc., a Delaware corporation (the "Surviving Company").

WHEREAS, the Surviving Company is a corporation duly organized and existing under the laws of the State of Delaware, having issued and outstanding capital stock consisting of 1,000 shares of common stock, \$.01 par value per share, all of which are entitled to vote, and all of which are owned by its sole stockholder, Horizon Health Corporation, a Delaware corporation;

WHEREAS, Employee Assistance Programs International, LLC is a limited liability company, duly organized and existing under the laws of the State of Colorado, 100% of its membership interests being owned by its sole Member, the Surviving Company;

WHEREAS, Florida Psychiatric Associates, LLC is a limited liability company, duly organized and existing under the laws of the State of Florida, 100% of its membership interests being owned by its sole Member, the Surviving Company;

WHEREAS, Horizon Behavioral Services of Florida, LLC is a limited liability company, duly organized and existing under the laws of the State of Florida, 100% of its membership interests being owned by its sole Member, the Surviving Company;

WHEREAS, Occupational Health Consultants of America, LLC is a limited liability company, duly organized and existing under the laws of the State of Tennessee, 100% of its membership interests being owned by its sole Member, the Surviving Company;

WHEREAS, the Board of Directors of Surviving Company considers it advisable that the Merging Companies merge with and into Surviving Company upon the terms and subject to the conditions set forth herein and in accordance with the laws of the

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States of Delaware, Colorado, Florida and Tennessee (the "Merger"), and that the membership interests of the Merging Companies be cancelled upon consummation of the Merger as set forth herein; and

WHEREAS, the Board of Directors of Surviving Company, in the Company's individual capacity and as the sole member of each of the Merging Companies, has by resolutions duly adopted, approved and consented to the Merger as required by the Delaware General Corporation Law and the Limited Liability Company Acts of the states of Colorado, Florida and Tennessee;

NOW, THEREFORE, in consideration of the mutual promises set forth herein, the parties hereto agree as follows:

#### SECTION I.

##### Effect of the Merger; Manner of Canceling Membership Interests

A. At the Effective Time (as defined in Section II below), the Merging Companies shall be merged with and into the Surviving Company, the separate existence of the Merging Companies shall cease, and the Surviving Company shall continue as the Surviving Company, all with the effects provided by applicable law.

B. At the Effective Time, all membership interests of the Merging Companies issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the Merging Companies or the Surviving Company or any other person, be cancelled 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 stock of the Surviving Company shall continue as an issued and outstanding share of stock of the Surviving Company.

C. At the Effective Time, the Surviving Company shall succeed to, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises, and shall be subject to all the restrictions, disabilities and duties of the Merging Companies. The Surviving Company shall thenceforth be responsible and liable for all liabilities and obligations (including, without limitation, state tax obligations) of the Merging Companies and any claim existing or action or proceeding pending by or against any of the Merging Companies may be prosecuted to judgment as if the Merger had not taken place, or Surviving Company may be proceeded against or substituted in its place. Neither the rights of creditors nor any liens or security interests upon the property of the Merging Companies shall be impaired by the Merger.

#### SECTION II.

##### Effective Time

A. Provided that this Agreement and Plan of Merger ("Plan of Merger") has not been terminated and abandoned pursuant to Section IV, hereof, the Surviving

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Company shall cause a Certificate of Merger to be executed and filed with the Secretary of State of the State of Delaware, to effectuate the Merger.

B. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section IV. hereof, the Surviving Company shall cause a Statement of Merger to be filed with the Secretary of State of the State of Colorado, to effectuate the Merger with respect to Employee Assistance Programs International, LLC.

C. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section IV. hereof, the Surviving Company shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida, to effectuate the Merger with respect to Florida Psychiatric Associates, LLC and Horizon Behavioral Services of Florida, LLC.

D. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section IV. hereof, the Surviving Company shall cause a Certificate of Merger to be executed and filed with the Secretary of State of the State of Tennessee, to effectuate the Merger with respect to Occupational Health Consultants of America, LLC.

E. The Merger shall become effective upon filing with the Delaware Secretary of State (the "Effective Time").

### SECTION III.

#### Certificate of Incorporation, Bylaws, Board of Directors, and Officers

A. The Certificate of Incorporation of the Surviving Company as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Company in the Merger, until amended.

B. The Bylaws of the Surviving Company as in effect at the Effective Time shall be the Bylaws of the Surviving Company in the Merger, until amended.

C. The members of the Board of Directors and the officers of the Surviving Company holding office immediately prior to the Effective Time shall be the members of the Board of Directors and the officers of the Surviving Company in the Merger, until they are removed.

### SECTION IV.

#### Amendment or Abandonment

A. The Surviving Company, by written consent of its Board of Directors, may amend, modify or supplement this Plan of Merger.

B. This Plan of Merger may be terminated and the Merger may be abandoned for any reason by resolutions adopted by the Board of Directors of the Surviving Company at any time prior to the Effective Time. In the event of the termination or abandonment of this Plan of Merger, the Surviving Company shall be bound by the terms of this Plan of Merger.

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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 Surviving Company 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 Surviving Company, the title to any property or rights of the Merging Companies acquired or to be acquired by or as a result of the Merger, the proper officers and directors of Surviving Company 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 the Merging Companies to vest, perfect or confirm title to such property or rights in Surviving Company and otherwise carry out the purposes of this Plan of Merger.

[Signature page follows.]

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