

F95000001473

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8886



PROTECT, BUILD,  
LEGAL & FINANCIAL SERVICES

95 MAR 23 11 00 00

ACCOUNT NO. : 072100000032

REFERENCE : 561753 3487A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : March 16, 1995

ORDER TIME : 9:07 AM

ORDER NO. : 561753

CUSTOMER NO: 3487A

CUSTOMER: Ms. Laurie Wright  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

FOREIGN FILINGS

NAME: DIVINITY MEDICAL HOME  
RESPIRATORY CARE, INC.

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

95 MAR 28 AM 10:45  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. Divinity Medical Home Respiratory Care, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-3-93 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1606 Union Street  
Brunswick, GA 31520  
(Current mailing address)
8. any and all lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 AM 10:49

**9. Name and street address of Florida registered agent:**

Name: Corporation Information Services, Inc.

Office Address: 1201 Hays Street

Tallahassee

, Florida , 32301

(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Karen B. Rozar  
(Registered agent's signature)

Karen B. Rozar, as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Kevin W. Church

Address: 1606 Union Street

Brunswick, GA 31520

Director: Juanita Church

Address: 1606 Union Street

Brunswick, GA 31520

B. OFFICERS

President: Kevin W. Church

Address: 1606 Union Street

Brunswick, GA 31520

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Juanita Church

Address: 1606 Union Street

Brunswick, GA 31520

Treasurer: Juanita Church

Address: 1606 Union Street

Brunswick, GA 31520

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Kevin W Church  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Kevin Wendell Church / President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 AM 10:45

**Secretary of State**  
**Business Services and Regulation**

Suite 315, West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950740867  
CONTROL NUMBER : 9325269  
DATE INC/AUTH/FILED: 11/03/1993  
JURISDICTION : GEORGIA  
PRINT DATE : 03/15/1995  
FORM NUMBER : 0211

GEORGIA CODE COMPANY  
CHARLENE BARKER  
P.O. BOX 80306  
CONYERS, GA 30208

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 MAR 28 AM 10:45

**CERTIFICATE OF EXISTENCE**

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**DIVINITY MEDICAL HOME RESPIRATORY CARE, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*  
VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

F95000001473

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIVINITY MEDICAL SERVICES, INC., a Florida corporation, P95000015601

into

**DIVINITY MEDICAL HOME RESPIRATORY CARE, INC.,** a Georgia  
corporation F95000001473

File date: January 31, 1996

Corporate Specialist: Velma Shepard

F95000001473

McGUIRE WOODS  
BATTLE & BOOTHIE

Barnett Center  
Suite 2750, 50 North Laura Street  
Jacksonville, Florida 32202-3635  
Telephone/TDD (904) 798-3200 • Fax (904) 798-3207

FILED  
96 JAN 31 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

January 30, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of Divinity Medical Services, Inc. and  
Divinity Medical Home Respiratory Care, Inc.

200001702722  
-01/31/96--01063--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom it May Concern:

Enclosed for filing are the Articles of Merger and Plan of Merger between the above named corporations. Also enclosed is our firm check in the amount of \$70.00 to cover the cost of filing these documents. Please file these documents accordingly.

Should you have any questions or need additional information, please contact me at (904) 798-3281. Thank you for your assistance in this matter.

Sincerely,

*Jodi L. Lulf*  
Jodi L. Lulf  
Paralegal

:jll

Enclosures

cc: Randal H. Drew, Esq.

*Merger*

VS FEB 5 1996

## ARTICLES OF MERGER

These Articles of Merger entered into on December 27, 1995, by and between DIVINITY MEDICAL SERVICES, INC., a Florida corporation, (hereinafter called "Divinity Medical"), and Divinity Medical Home Respiratory Care, Inc. a Georgia corporation, (hereinafter called "Divinity Respiratory").

### WITNESSETH:

WHEREAS Divinity Medical has an authorized capital stock consisting of 10,000 shares of Common Stock, par value \$1 per share, of which 1,000 shares have been duly issued and are now outstanding; and

WHEREAS, Divinity Respiratory has an authorized capital stock consisting of 500 shares of Common Stock, par value \$1 per share, of which 100 shares were duly issued and outstanding; and

WHEREAS the Boards of Directors of the Divinity Medical and of Divinity Respiratory, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Divinity Medical merge with and into Divinity Respiratory pursuant to the provisions of the Official Code of Georgia and the Florida Business Corporation Act; and

WHEREAS, the respective shareholders of Divinity Medical and Divinity Respiratory have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On December 27, 1995, the directors and shareholders of Divinity Medical and Divinity Respiratory unanimously adopted and approved the attached Plan and Agreement of Merger and these Articles of Merger by Written Consents to Action, each dated December 27, 1995.

2. Merger. Divinity Medical shall be and hereby is merged into Divinity Respiratory.

3. Effective Date. These Articles of Merger shall become effective January 31, 1996 the time of such effectiveness being hereinafter called the Effective Date.

4. Surviving Corporation. Divinity Respiratory shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Georgia, but the separate corporate existence of Divinity Medical shall cease forthwith upon the Effective Date.

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JAN 31 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. Authorized Capital. The authorized capital stock of Divinity Respiratory following the Effective Date shall be 500 shares of Common Stock, par value \$1 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of Divinity Respiratory following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, shall continue as the Articles of Incorporation of Divinity Respiratory as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of Divinity Respiratory separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of Divinity Respiratory.

7. Bylaws. The Bylaws of Divinity Respiratory shall be the Bylaws of Divinity Respiratory as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each two issued and outstanding shares of Common Stock of Divinity Medical and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of Divinity Respiratory and each certificate nominally representing shares of Common Stock of Divinity Medical shall for all purposes be deemed to evidence the ownership of Common Stock of Divinity Respiratory. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of Divinity Respiratory but, as certificates nominally representing shares of Common Stock of Divinity Medical are surrendered, Divinity Respiratory will cause to be issued therefor certificates for the number of shares of Common Stock of Divinity Respiratory into which the Divinity Medical shares have been converted as aforesaid.

9. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Divinity Respiratory, as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Divinity Respiratory.

10. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

11. Publication. A request for publication of a notice of filing these Articles and payment therefore shall be made as required by the Code of Georgia § 14-2-1105.1(b).



IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

DIVINITY MEDICAL HOME RESPIRATORY CARE, INC.      DIVINITY MEDICAL SERVICES, INC.

Approved by the Board of  
Directors and Stockholders  
by written consent on  
December 27, 1995

Approved by the Board of  
Directors and Stockholders  
by written consent  
on December 27, 1995.

By: Kevin W. Church  
Kevin Church, President

By: Kevin W. Church  
Kevin Church, President

Attest:  
By: Juanita Church  
Juanita Church, Secretary

Attest:  
By: Juanita Church  
Juanita Church, Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned, personally appeared Kevin Church and Juanita Church, who are personally known to me or produced personally known as identification, and after having been duly sworn, they did state that they are the President and Secretary, respectively, of Divinity Medical Home Respiratory Care, Inc., a corporation organized and existing under the laws of the State of Georgia, and acknowledged to me that the foregoing constitutes the Articles of Merger of Divinity Medical Services, Inc. and Divinity Medical Home Respiratory Care, Inc., and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Arnett C. Greene  
Notary Public

My Commission Expires: \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned, personally appeared Keyin Church and Juanita Church, who are personally known to me or produced Personally Known as identification, and after having been duly sworn, they did state that they are the President and Secretary, respectively, of Divinity Medical Services, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of Divinity Medical Services, Inc. and Divinity Medical Home Respiratory Care, Inc., and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public

My Commission Expires



## PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (Agreement) dated as of December 27, 1995, between DIVINITY MEDICAL SERVICES, INC., a Florida corporation ("Divinity Medical"), and DIVINITY MEDICAL HOME RESPIRATORY CARE, INC., a Georgia corporation ("Divinity Respiratory").

### WITNESSETH:

1. **Merger of Divinity Medical with and into Divinity Respiratory.** Upon the effective date (as defined in Section 4) Divinity Medical shall be merged with and into Divinity Respiratory and the separate existence of Divinity Medical shall cease. Divinity Respiratory (the Surviving Corporation) shall continue its corporate existence under, and shall be governed by, the laws of the State of Georgia and the directors and officers of Divinity Respiratory shall continue as the directors and officers of the Surviving Corporation.

2. **Articles of Incorporation and Bylaws.** The Articles of Incorporation of Divinity Respiratory shall be the Articles of Incorporation of the Surviving Corporation following the effective date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The Bylaws of Divinity Respiratory as in effect on the effective date, shall be the Bylaws of the Surviving Corporation until altered, amended or repealed, as provided therein.

3. **Status and Conversion of Shares.** Upon the effective date:

(a) Each issued and outstanding share of Divinity Respiratory common stock, par value \$1 per share, shall be and continue to be an issued and outstanding share of common stock, par value \$1 per share, of the Surviving Corporation;

(b) Each issued and outstanding share of Divinity Medical common stock, par value \$1 per share, shall be forthwith converted into one-half (1/2) fully paid and nonassessable share of common stock, par value \$1 per share, of the Surviving Corporation.

After the effective date, each holder of an outstanding certificate or certificates theretofore representing common stock of Divinity Medical may surrender the same to Divinity Respiratory, or its designated exchange agent, and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of Divinity Respiratory into which the Divinity Medical shares theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which prior to the effective date represented Divinity Medical shares, shall be deemed for all corporate purposes to evidence ownership of the number of shares of common stock of Divinity Respiratory into which the Divinity Medical shares shall have been converted.

4. **Shareholders' Approval; Effective Date.** This Agreement shall be submitted for approval of the shareholders of Divinity Respiratory and Divinity Medical, respectively, at meetings thereof held on or prior to December 27, 1995 (or such later date as the respective boards of directors shall mutually approve), called and held separately in accordance with the Code of Georgia and the laws of Florida, and, if approved by such shareholders by the votes required by law, then Articles of Merger, reflecting this Agreement in the form required under Section 14-2-1105 of the Code of Georgia and Section 607.1105 of the Florida Business Corporation Act shall be delivered to the Georgia Secretary of State and the Florida Department of State, respectively. The merger of Divinity Medical into Divinity Respiratory shall become effective on January 31, 1996. The date on which the merger shall become effective as aforesaid shall be the effective date of this Agreement.

5. **Certain Effects of Merger.** On the effective date, all the rights, privileges, powers and franchises, of a public as well as a private nature, of Divinity Medical shall be possessed by Divinity Respiratory, subject to the restrictions, disabilities and duties of Divinity Medical, and all and singular the rights, privileges, powers and franchises of Divinity Medical and all property, real, personal and mixed and all debts due to Divinity Medical on whatever account, as well as for stock subscriptions and all other things in action or belonging to Divinity Medical, shall be vested in Divinity Respiratory and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of Divinity Respiratory as they were of Divinity Medical, and the title to any real estate vested by deed or otherwise under the laws of Georgia and Florida or any other jurisdiction in Divinity Medical shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of Divinity Medical shall be preserved unimpaired, and all debts, liabilities and duties of Divinity Medical shall upon the effective date attach to Divinity Respiratory, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

6. **Entire Agreement; Waiver; Abandonment.** This Agreement embodies the entire agreement between the parties and there have been and are no agreements, representations or warranties between the parties other than those set forth herein or herein provided for. At any time prior to the delivery of Articles of Merger to the Georgia Secretary of State and the Florida Department of State, the merger herein contemplated may be abandoned by action of the boards of directors of both Divinity Medical and Divinity Respiratory and upon such notice to the State department as may be required by law.

7. **General.** The section headings contained in this Agreement are for reference purposes only and do not affect in any way the meaning and interpretation of this Agreement. This Agreement shall not be assignable by either party without the prior consent of the other. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned parties hereto have duly executed this Agreement as of the date first above written.

DIVINITY MEDICAL SERVICES, INC.

By:

Kevin W. Church  
Kevin Church, President

ATTEST

Joanita Church  
Secretary

DIVINITY MEDICAL HOME  
RESPIRATORY CARE, INC.

By:

Kevin W. Church  
Kevin Church, President

ATTEST

Joanita Church  
Secretary