

Document Number Only
F95000004751

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-10/09/95--01019--006
*****70.00 *****70.00

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

Venue Florida, LLC

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

9/29/95

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file 134

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Vencare Florida, 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. Delaware
(State or country under the law of which it is incorporated)
3. 61-1288630
(FEI number, if applicable)
4. September 12, 1995
(Date of Incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 3300 Providian Center, 400 West Market Street
Louisville, KY 40202
(Current mailing address)
Provide healthcare services and supplies and any other lawful activity
8. in connection therewith.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

G. L. Hatfield
(Registered agent's signature) (Officer)

G. L. HATFIELD, ASST. SECY.
(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: See attached list.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jill L. Force
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jill L. Force, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 29 AM 9:43

VENCARE FLORIDA, INC.

Board of Directors

W. Bruce Lunsford
Vencor, Inc.
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Michael R. Barr
Vencor, Inc.
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

W. Earl Reed, III
Vencor, Inc.
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Officers

W. Bruce Lunsford
President
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Michael R. Barr
Vice President of Operations
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

W. Earl Reed, III
Vice President of Finance and Development
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Thomas T. Ladt
Vice President
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Jill L. Force
Secretary
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

June Nalley King
Assistant Secretary
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

Maria M. Levering
Assistant Secretary
3300 Providian Center
400 West Market Street
Louisville, Kentucky 40202

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENCARE FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION
55 SEP 29 PM 9:43




Edward J. Freel, Secretary of State

2541605 8300

950219145

AUTHENTICATION:

DATE: 7652603

09-25-95

F95000004751

Document Number Only

EFFECTIVE DATE

9-30-95

FILED

95 SEP 29 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001607925

-10/12/95--01002--023

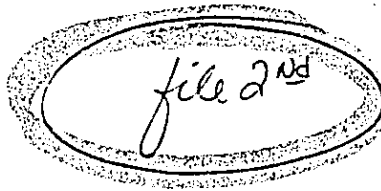
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Professional Health Care Services, Inc.
Professional Health Care Services of West Coast Florida, Inc.
merged into:
Vencare Florida, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Updater
Verifier
Acknowledgment
W.P. Verifier

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CR2E031 (1-89)

M. HENDRICKS SEP 29 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**PROFESSIONAL HEALTH CARE SERVICES, INC., A FLORIDA
CORPORATION, 685082**

**PROFESSIONAL HEALTH CARE SERVICES OF WEST COAST FLORIDA,
INC., A FLORIDA CORPORATION, H72447**

into

VEN CARE FLORIDA, INC., a Delaware corporation F95000004751

File date: September 29, 1995 , effective September 30, 1995

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER OF
PROFESSIONAL HEALTH CARE SERVICES, INC. AND
PROFESSIONAL HEALTH CARE SERVICES OF WEST COAST FLORIDA, INC.
WITH AND INTO
VENCARE FLORIDA, INC.

Pursuant to Florida Business Corporation Act Section 607.1105, the undersigned corporations execute the following Articles of Merger:

A. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, was approved by the shareholder of each of the undersigned domestic corporations in the manner prescribed by the Florida Business Corporation Act, and was approved by the shareholder of the undersigned foreign corporation in the manner prescribed by the corporation laws of its jurisdiction of incorporation.

B. The Agreement and Plan of Merger was approved by the unanimous consent of the shareholder of each of the undersigned corporations on September 29, 1995.

C. The laws of the State of Delaware under which the foreign corporation is incorporated permit the merger of such corporation as contemplated by these Articles of Merger.

D. As provided in the Agreement and Plan of Merger, these mergers shall be effective on midnight of September 30, 1995.

EFFECTIVE DATE
9-30-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Date: Sept. 29, 1995

PROFESSIONAL HEALTH CARE SERVICES,
INC.

By: W. Bruce Lindsey
Title: Pres. Dir. & CEO

Date: Sept. 29, 1995

PROFESSIONAL HEALTH CARE SERVICES
OF WEST COAST FLORIDA, INC.

By: W. Bruce Lindsey
Title: Pres. Dir. & CEO

Date: Sept. 29, 1995

VENCARE FLORIDA, INC.

By: W. Bruce Lindsey
Title: Pres. Dir. & CEO

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 29th day
of September, 1995, by W. Bruce Lindsey, as
President of Vencare Florida, Inc., a Delaware
corporation, on behalf of the corporation.

My commission expires: Notary Public, State at Large, KY
My Commission Expires Sept. 12, 1997.

Carroll A. Duvonant
Notary Public

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 29th day
of September, 1995, by W. Bruce Lindsey, as
President of Professional Health Care Services, Inc.,
a Florida corporation, on behalf of the corporation.

Notary Public, State at Large, KY
My commission expires: My Commission Expires Sept. 12, 1997.

Carroll A. Duxson
Notary Public

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 29th day of September, 1995, by W. Bruce Duxson, as President of Professional Health Care Services of West Coast Florida, Inc., a Florida corporation, on behalf of the corporation.

Notary Public, State at Large, KY.
My commission expires: My Commission Expires Sept. 12, 1997.

Carroll A. Duxson
Notary Public

1:JLL\VEN-MERG.ART

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 29th day of September, 1995 by and among of VENCARE FLORIDA, INC., a Delaware corporation ("Vencare"), PROFESSIONAL HEALTH CARE SERVICES, INC., a Florida corporation ("PHCS"), and PROFESSIONAL HEALTH CARE SERVICES OF WEST COAST FLORIDA, INC., a Florida corporation ("PHCS West Coast"), and is prepared pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1101 of the Florida Business Corporation Act.

RECITALS:

Vencare, Inc. owns all of the issued and outstanding shares of stock of Vencare, PHCS and PHCS West Coast; and

Each of PHCS and PHCS West Coast desires to merge with and into Vencare and Vencare desires to merge with such corporations, all under the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and mutual promises set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Names. The names of the corporations proposing to merge are Vencare Florida, Inc., a Delaware corporation; Professional Health Care Services, Inc., a Florida corporation; and Professional Health Care Services of West Coast Florida, Inc., a Florida corporation. PHCS and PHCS West Coast are sometimes hereinafter referred to as the "Acquired Corporations." Vencare is sometimes hereinafter referred to as the "Surviving Corporation." Each of the Acquired Corporations proposes to merge with and into the Surviving Corporation.

2. Terms and Conditions. The terms and conditions of the proposed mergers and the mode of carrying them into effect are as follows:

A. The Acquired Corporations shall merge with and into the Surviving Corporation in the manner and with the effect provided by the laws of the States of Delaware and Florida, as applicable. The mergers shall become effective at midnight on September 30, 1995, and the term "Effective Date" with respect to such mergers shall mean such time.

B. On the Effective Date, the Acquired Corporations shall merge with and into the Surviving Corporation, the separate corporate existence of the Acquired Corporations shall cease, and Vencare shall continue as the Surviving Corporation and shall be governed by the laws of the State of Delaware.

C. The manner and basis of converting the shares of the Acquired Corporations and the Surviving Corporation shall be as follows:

[1] the issued and outstanding shares of stock of PHCS and PHCS West Coast shall be cancelled; and

[2] each issued and outstanding share of common stock of Vencare shall be automatically converted into one share of common stock of the Surviving Corporation.

3. Other Provisions.

A. Jurisdiction in Florida. The Surviving Corporation hereby agrees to appoint the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation of PHCS or PHCS West Coast and in any proceeding to enforce the rights of a dissenting shareholder of PHCS or PHCS West Coast, and hereby agrees that it will promptly pay to the dissenting shareholders of PHCS or PHCS West Coast the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

B. General. The merger shall not affect the identity or term of office of the Surviving Corporation's officers or directors. The Certificate of Incorporation and Bylaws of Vencare shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

4. Qualification in Foreign Jurisdictions. As of the Effective Date, the Surviving Corporation hereby agrees to qualify to transact business as a foreign corporation in the jurisdiction of the Acquired Corporations if such qualification is necessary or appropriate and hereby agrees to obtain any and all regulatory approvals or qualifications that may be necessary or appropriate in such jurisdiction in order to conduct the business of the Acquired Corporations.

5. Governing Law. This Agreement and Plan of Merger shall be construed and enforced in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the 29th day of September, 1995.

ATTEST:

Secretary

VENCARE FLORIDA, INC.

By: W. Bruce Lindsey
President

ATTEST:

Secretary

PROFESSIONAL HEALTH CARE SERVICES, INC.

By: W. Bruce Lindsey
President

ATTEST:

Secretary

PROFESSIONAL HEALTH CARE SERVICES OF WEST COAST FLORIDA, INC.

By: W. Bruce Lindsey
President

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 29th day of September, 1995, by W. Bruce Lindsey, as president and Jill L. Hance, as secretary of Vencare Florida, Inc., a Delaware corporation, on behalf of the corporation.

My commission expires:

Notary Public, State at Large, KY

My Commission Expires Sept. 12, 1997.

Cassie A. Lindsey
Notary Public

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 29th day of September, 1995, by W. Bruce Lindsey, as president and Jill L. Hance, as secretary of

Professional Health Care Services, Inc., a Florida corporation, on behalf of the corporation.

My commission expires: Notary Public, State at Large, KY
My Commission Expires Sept. 12, 1997

Carroll A. Dunsen
Notary Public

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 20th day of September, 1995, by W. Bruce Dunsen, as president and Carroll A. Dunsen, as secretary of Professional Health Care Services of West Coast Florida, Inc., a Florida corporation, on behalf of the corporation.

My commission expires: Notary Public, State at Large, KY
My Commission Expires Sept. 12, 1997

Carroll A. Dunsen
Notary Public

CERTIFICATE OF THE SECRETARY OF
VENCARE FLORIDA, INC.

The undersigned, as Secretary of Vencare Florida, Inc., hereby certifies that the foregoing Agreement and Plan of Merger was duly adopted and approved on September 29, 1995 by the holders of a majority of the outstanding stock of the Corporation.

Dated this 29th day of September 1995.

Jim L. Force
Secretary

CERTIFICATE OF THE SECRETARY OF
PROFESSIONAL HEALTH CARE SERVICES, INC.

The undersigned, as Secretary of Professional Health Care Services, Inc., hereby certifies that the foregoing Agreement and Plan of Merger was duly adopted and approved on September 29, 1995 by the holders of a majority of the outstanding stock of the Corporation.

Dated this 29th day of September 1995.

Jim L. Force
Secretary

CERTIFICATE OF THE SECRETARY OF
PROFESSIONAL HEALTH CARE SERVICES OF WEST COAST FLORIDA, INC.

The undersigned, as Secretary of Professional Health Care Services of West Coast Florida, Inc., hereby certifies that the foregoing Agreement and Plan of Merger was duly adopted and approved on September 29, 1995 by the holders of a majority of the outstanding stock of the Corporation.

Dated this 29th day of September 1995.

Jim L. Force
Secretary



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Vencor, Inc. 3300 Provident Center 400 West Market Street Louisville, Kentucky 40202 (502) 596-7300

America's Long-Range Healthcare Network

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 13, 1997

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

Re: Vencare Florida, Inc.

Dear Sir or Madam:

Enclosed is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Vencare Florida, Inc., a Delaware corporation. Please process this Application and return a Certificate of Status to me in the enclosed, self-addressed envelope. Our check in the amount of \$43.75 is enclosed.

If you have any questions or need additional information, please give me a call at (502) 596-7458. Thank you for your assistance.

Sincerely,

VENCOR, INC.

Polly M. Franklin

Polly M. Franklin
Corporate Records Coordinator

enclosures

WITHDR
CRG
2/21

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Vencare Florida, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

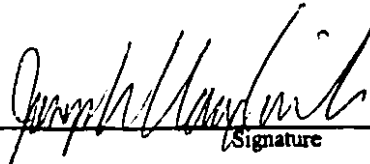
3300 Providian Center, 400 West Market Street

(Mailing Address)

Louisville, KY 40202

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Assistant Secretary

Title

Joseph L. Landenwich

Typed or printed name

2/13/97

Date

FILED
97 FEB 17 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F9500004751

OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: WELCH FLOVICK, Inc. EIN or SS#: 61-1258630

Address: 3300 Providence Center Attn: Tax Dept
LOUISVILLE, KY 40202

Amount: \$165.00 Date Paid _____

Reason for claim: Corp. withdraw, no AIR required - F95000004751
687 5/20/97

Certified true and correct this 12th day of June, 19 97.

Signature David R. [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>165.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>10000141</u> dated <u>05-04-97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>45202130001453000000022002000</u>
Certified true and correct this	day of _____, 19 _____
Department of State, Division of Corporations	(Agency) (Authorized Signature and Title)