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MERGER OR SHARE EXCHANGE HEALTH FIRST NETWORK, INC.

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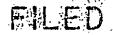
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ARTICLES OF MERGER MERGING HARBOUR HEALTH ASSOCIATES, INC. INTO HEALTH FIRST NETWORK, INC.

SECRETARY OF STATES

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, HEALTH FIRST NETWORK, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging HARBOUR HEALTH ASSOCIATES, INC., a Florida corporation, into HEALTH FIRST NETWORK, INC., a Florida corporation (the "Merger").

- 1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
- 2. The Merger was approved and adopted by the Board of Directors of Parent on January 31, 2019. The approval of the shareholders of Parent was not required pursuant to Section 607.1104 of the Florida Business Corporation Act.
- 3. The Merger was approved and adopted by the Board of Directors of Subsidiary on January 31, 2019. The approval of the shareholders of Parent was not required pursuant to Section 607.1104 of the Florida Business Corporation Act.

Dated: March 11, 2019

HARBOUR HEALTH ASSOCIATES, INC.

By: Petamber Pahuja
Name: Petamber Pahuja
Title: President

HEALTH FIRST NETWORK, INC

By: Alex Chang
Title: President

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Exhibit A PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by the following Florida corporations: HARBOUR HEALTH ASSOCIATES, INC., a Florida corporation ("Parent") and HEALTH FIRST NETWORK, INC., a Florida corporation ("Subsidiary"), for the purpose of merging Parent into Subsidiary pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"). Subsidiary is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The parties to the merger are HARBOUR HEALTH ASSOCIATES, INC., a Florida corporation ("Parent"), the parent corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation; and (b) HEALTH FIRST NETWORK, INC., a Florida corporation ("Subsidiary"). The name of the surviving entity is HEALTH FIRST NETWORK, INC.

2. Terms and Conditions of the Merger.

- a. Effect of Merger. On the Effective Date (as defined in Section 5 of this Plan): Parent will be merged with and into Subsidiary pursuant to and in accordance with Section 607.1104 of the Act, in a transaction intended to be treated as a tax-free merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of Parent shall thereupon cease, and Surviving Entity, shall be fully vested in the title to all real estate and other property, or any interest therein, owned by Parent and Subsidiary, without reversion or impairment, and shall be fully vested in the rights, privileges, immunities, powers and franchises of Parent and Subsidiary, subject to its restrictions, liabilities, disabilities, and duties.
- b. <u>Articles of Incorporation</u>. The Articles of Incorporation of Parent as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
- c. <u>Directors and Officers</u>. The directors and officers of Subsidiary in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
- 3. Treatment of Shares. On and after the Effective Date, (i) all shares of Class A Voting Common Stock of the Subsidiary issued and outstanding immediately prior to the Effective Date shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; (ii) all shares of Class B Non-Voting Common Stock of the Subsidiary owned by Parent issued and outstanding immediately prior to the Effective Date shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; (iii) each share of Class B Non-Voting Common Stock of Subsidiary not owned by Parent issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive \$16.29 in cash, without interest; and (iv) each share of Common Stock of Parent issued and outstanding immediately prior to the Effective Time shall be

JOINDER TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GRAND LAKE ESTATES HOMEOWNERS ASSOCIATION, INC.

Malcolm R. Kirschenbaum, Incorporator of the Articles of Incorporation of Grand Lake Estates Homeowners Association, Inc., joins, ratifies and approves of the filing of the Amended and Restated Articles of Incorporation of Grand Lake Estates Homeowners Association, Inc.

Dated this _____ day of March, 2019

Malcom R. Kirschenbaum, Incorporator

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 1140 day of March, 2019, by Malcolm R. Kirschenbaum, Incorporator, who is personally known to me or has produced Florida driver's licenses as identification.

Notary Public

My Commission Expires: 12-19-20

(SEAL)

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converted into and become one newly issued, fully paid and non-assessable share of Common Stock of the Surviving Entity.

- 4. Appraisal Rights. Shareholders of Subsidiary who, except for the applicability of Section: 607.1104 of the Act, would be entitled to vote on the merger (i.e., holders of Class A Voting Stock) and dissent pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisals rights, to be paid the fair value of their shares.
- 5. <u>Effective Date</u>. The merger of Parent into Subsidiary will become effective on the date the Articles of Merger are filed with the Florida Department of State (the "<u>Effective Date</u>").

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