

H73230

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Amerisys (Corporation Name) # Do Corp (Document #)

2. EKS Consultants Inc. (Corporation Name) # H73230 (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

☐ Walk-in

☒ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUL -2 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002579532--7
-07/02/98-01083-010
*****70.00 *****70.00

Handwritten signature and date 7/2/98

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

ERS CONSULTANTS, INC., a Florida corporation, document number H73230

INTO

AMERISYS INCORPORATED, a Georgia corporation not qualified in Florida.

File date: July 2, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
of
ERS CONSULTANTS, INC.,
a Florida corporation
with and into
AMERISYS INCORPORATED,
a Georgia corporation

FILED
98 JUL -2 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Under Section 607.1107 of the Florida Business Corporation Act)

Amerisys Incorporated, a Georgia corporation, hereby certifies, in connection with the merger of ERS Consultants, Inc., a Florida corporation with and into Amerisys Incorporated, the following Articles of Merger:

I.

A Plan of Merger dated June 29, 1998 between ERS Consultants, Inc. and Amerisys Incorporated was approved and adopted by the directors and shareholders of each corporation on June 29, 1998.

II.

Pursuant to the Plan of Merger, all issued and outstanding shares of ERS Consultants, Inc. stock will be acquired by means of merger of ERS Consultants, Inc. with and into Amerisys Incorporated. Amerisys Incorporated shall be the surviving corporation.

III.

A copy of the Plan of Merger is attached as Exhibit A hereto and incorporated herein by reference.

IV.

Pursuant to Section 607.1105 of the Act, the date and time of the effectiveness of the merger shall be 11:59 a.m. June 30, 1998 or the filing date of these Articles of Merger with the Department of State, whichever is later.

Received Jun-30-98 11:30pm
FROM HOLLAND & KNIGHT

from CCITT G3 → MCR SYSTEMS

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(WED) 7. 1 '98 0:49/ST. 0:47/NO. 4260428829 P 7

IN WITNESS WHEREOF, the parties have set their hands this 30th day of June, 1998.

[SEAL]

ERS CONSULTANTS, INC.,
a Florida corporation

Attest:

WAYNE F. LELAND
Name

Wayne F. Leland Secretary

By:

Wayne F. Leland
Wayne F. Leland, Vice President

[SEAL]

AMERISYS INCORPORATED,
a Georgia corporation

Attest:

Wayne F. Leland
Name

Wayne F. Leland Secretary

By:

Wayne F. Leland, Attorney
in fact for Ronald D. Warble
Ronald D. Warble, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 30th day of June 1998, by and among ERS CONSULTANTS, INC., a Florida corporation (hereinafter "Merging Corporation"), AMERISYS INCORPORATED, a Georgia corporation (hereinafter "Surviving Corporation"), said corporations being hereinafter sometimes referred to herein, collectively, as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Merging Corporation is a corporation duly organized and validly existing under the laws of the State of Florida and Surviving Corporation, is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, the Boards of Directors and the shareholders of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that the Constituent Corporations be merged, with Amerisys Incorporated remaining the Surviving Corporation, in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Georgia and the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Corporations have agreed, and hereby agree, as follows:

ARTICLE 1. MERGER

The terms of the merger are:

(a) Merging Corporation shall be merged into Surviving Corporation on the Effective Date, as defined below, in accordance with the statutory procedures set forth in the Georgia Business Corporation Code.

(b) Amerisys Incorporated shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of Amerisys Incorporated shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws of Amerisys Incorporated shall remain in effect as the Articles of Incorporation and the Bylaws of the Surviving Corporation. The duly qualified and acting directors and officers of Amerisys Incorporated immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation.

(c) The corporate identity, existence, purposes, powers, franchises, rights and immunities of Merging Corporation shall be merged into Surviving Corporation and the

Surviving Corporation shall be fully vested therewith, to the extent permitted by Georgia law.

(d) All rights of creditors and all liens upon any property of Merging Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of Merging Corporation and Surviving Corporation shall be enforceable against Surviving Corporation.

(e) The separate existence of Merging Corporation, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Corporations shall become a single corporation.

(f) The assets, liabilities and net worth accounts of Merging Corporation shall be taken up on the books of Surviving Corporation as at the Effective Date in the amounts at which they shall then be carried on the books of Merging Corporation, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

(g) All corporate acts, plans, policies, approvals and authorizations of Merging Corporation, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of Surviving Corporation, and shall be as effective and binding thereon as the same were with respect to Merging Corporation.

(h) The name of the surviving corporation shall be "Amerisys Incorporated."

ARTICLE 2. SERVICE OF PROCESS: REGISTERED AGENT

Surviving Corporation may be sued and served with process in any proceeding for the enforcement of any obligation of Merging Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Merging Corporation. The registered office of Amerisys Incorporated is 1201 West Peachtree Street, Suite 2000, Atlanta, Georgia 30309. The name of its registered agent at such address is Jeff D. Woodward.

ARTICLE 3. EFFECTING MERGER

The mode of carrying the merger into effect and the manner and basis of converting the shares of Merging Corporation into shares of Amerisys Incorporated shall be as follows:

(a) Each issued and outstanding share of Merging Corporation common stock (other than Dissenting Shares) owned by a Merging Corporation shareholder of record

as of the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of Amerisys Incorporated common stock.

Each certificate evidencing ownership of shares of Amerisys Incorporated common stock issued and outstanding on the Effective Date or held by Amerisys Incorporated in its treasury shall continue to evidence ownership of the same number of shares of Surviving Corporation common stock.

Shares of stock of any of the Constituent Corporations owned by shareholders who have objected to the merger and demanded purchase of their shares in accordance with the provisions of sections 14-2-1301 through 14-2-1303 of the Georgia Business Corporation Code and with respect to which such demands shall not have been withdrawn with the consent of the Constituent Corporations are referred to herein as the "Dissenting Shares."

(b) As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of Merging Corporation common stock (other than certificates representing Dissenting Shares) shall surrender the same to Surviving Corporation and shall receive in exchange a certificate or certificates representing the number of full shares of Surviving Corporation common stock into which the shares of Merging Corporation represented by the certificate or certificates so surrendered shall have been converted. To the extent required by applicable law, each holder of Merging Corporation common stock will represent and warrant to Surviving Corporation that he or she is acquiring the Surviving Corporation common stock for his or her own account and that he or she will not resell the Surviving Corporation common stock unless pursuant to an offering registered under applicable federal and state securities laws or otherwise in compliance with or exempt therefrom. Certificates representing shares of Surviving Corporation common stock issued in accordance with this section will, to the extent required by applicable law, bear a restrictive legend to that effect.

(c) Until surrendered, each outstanding certificate which, prior to the Effective Date, represented Merging Corporation common stock (other than certificates representing Dissenting Shares) shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the whole number of shares of Surviving Corporation common stock into which it was converted, and no dividend or other distribution payable to holders of Surviving Corporation common stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of Merging Corporation common stock; provided, however, that upon surrender and exchange of such outstanding certificates (other than certificates representing Dissenting Shares) there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would

have been payable with respect to the shares of Surviving Corporation common stock represented thereby.

(d) This Agreement shall be submitted for approval to the shareholders of the Constituent Corporations as provided by the applicable laws of the State of Georgia and State of Florida, respectfully. There shall be required for the adoption of this Agreement as to each of the Constituent Corporations, the affirmative vote of the holders of at least a majority of all the shares of the Common Stock of each which is issued and outstanding and entitled to vote.

ARTICLE 4. EFFECTIVE DATE

The merger shall become effective at 11:59, p.m., on the 30th day of June, 1998 ("Effective Date"). If at any time before the Effective Date a Constituent Corporation notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Corporations shall file no Certificate of Merger with the Georgia Secretary of State, or if any such Articles of Merger or Certificate of Merger shall have been filed, the Constituent Corporations shall take any necessary steps to rescind such filing.

[SEAL]

ERS CONSULTANTS, INC.

Attest:

WAYNE F. LELAND

Name:

By:

Wayne F. Leland
Wayne F. Leland, V. President

Wayne F. Leland Secretary

[SEAL]

AMERISYS INCORPORATED, INC.

Attest:

Wayne F. Leland, Attorney

WAYNE F. LELAND

Name:

By:

in fact for Ronald D. Warble
Ronald D. Warble, President

Wayne F. Leland Secretary

ATL-258715