

J27769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

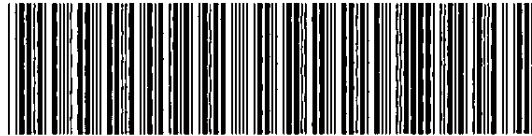
(Business Entity Name)

(Document Number)

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FILED  
2017 APR 27 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

April 30, 2017

2017 APR 27 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

APR 28 2017

I ALBRITTON

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 618004 4352697

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE : April 27, 2017

ORDER TIME : 3:50 PM

ORDER NO. : 618004-010

CUSTOMER NO: 4352697

ARTICLES OF MERGER

BRIGHTON CENTER FOR SLEEP  
DISORDERS, LLC

INTO

CONTINUOCARE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS:

10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Continucare Corporation  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Susan Crump / Corporate Secretary's Office

Contact Person

Humana Inc.

Firm/Company

500 West Main Street / 21st Floor Law Department

Address

Louisville, KY 40202

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joan Lenahan

at ( 502 ) 580-3105

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**EFFECTIVE DATE**  
April 30, 2017

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

**FILED**  
2017 APR 27 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continucare Corporation	Florida	Corporation
Brighton Center for Sleep Disorders, LLC	North Carolina	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continucare Corporation	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

04/30/2017

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**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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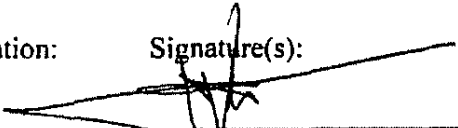
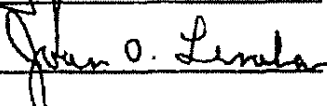
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Continucare Corporation		Joseph C. Ventura, VP
Brighton Center for Sleep Disorders, LLC		Joan O. Lenahan, Manager

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continucare Corporation	Florida	Corporation
Brighton Center for Sleep Disorders	North Carolina	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continucare Corporation	Florida	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

The issued membership interests of the merging party, upon the effective date of the merger, shall not

be converted in any manner and shall be cancelled and cease to exist. Each said share of the surviving

party shall not be converted in any manner, but each said share which it issues as of the effective

date of the merger shall continue to represent one issued share of the surviving party.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each issued share of the merging corporation, upon the effective date of the merger, shall not be

converted in any manner and shall be cancelled and cease to exist.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

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*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*