

K47721

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

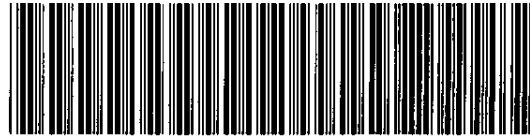
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Merged

08/18/11--01030--005 **70.00

FILED
2011 AUG 18 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
8/23/11

5959 South Sherwood Forest Boulevard • Baton Rouge, Louisiana 70816

Phone: 225.292.2031 • Fax: 225.298.6435

amedisys.com

Amedisys Home Health Services

Via FedEx Standard Overnight

August 17, 2011

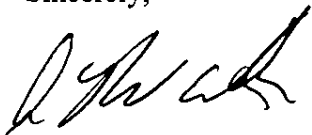
Florida Department of State
**Attn: Division of Corporations /
Amendment Section**
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Merger between:
Housecall-SCS Management, Inc. (FL#: K47721)
Housecall, Inc. (TN#: 000141854)

Dear Sir or Madam:

Please find enclosed the articles and plan of merger for Housecall-SCS Management, Inc. a Florida corporation to merge into Housecall, Inc, a Tennessee corporation. Amedisys, Inc. check #501501 in the amount of \$70.00 to cover filing fee. If further documentation or information is required; please contact me at (225) 292-2031, extension 3908.

Sincerely,



Allison Wadhwani
Paralegal / Legal Department
Amedisys, Inc.

Enclosure(s)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Housecall, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Celeste Peiffer
Contact Person

Amedisys, Inc.
Firm/Company

5959 S. Sherwood Forest Blvd.
Address

Baton Rouge, LA 70816
City/State and Zip Code

entities@amedisys.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Allison Wadhvani At (225) 292-2031
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

FILED

2011 AUG 18 AM 8:33

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Housecall, Inc.	Tennessee	TN 000141854

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Housecall-SCS Management, Inc.	Florida	K47721

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 17, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 17, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Calvin R. Miller

Housecall-SCS Management, Inc.

Calvin K. ...

Celeste Peiffer, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Housecall, Inc.	Tennessee

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Housecall-SCS Management, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Housecall, Inc. owns 100% of the outstanding shares of Housecall-SCS Management, Inc.

Housecall-SCS Management, Inc. and all its outstanding shares will be merged into Housecall, Inc. and cancelled. Housecall, Inc. will be the surviving corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A