

L00000015552

Division of Corporations

Page 1 of 1

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From:

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MERGER OR SHARE EXCHANGE

SAGE LIVING CENTER OF PALM BAY I, LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Sage Living Center of Palm Bay II, LLC 6030 Bethelview Road, Suite 102 Cumming, GA 30040	Florida	Limited Liability Company

Florida Document/Registration Number: L01000001289 FEI Number: N/A

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name and Street Address	Jurisdiction	Entity Type
Sage Living Center of Palm Bay I, LLC 6030 Bethelview Road, Suite 102 Cumming, GA 30040	Florida	Limited Liability Company

Florida Document/Registration Number: L00000015552 FEI Number: 582581366

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

Prepared by:
A.R. Neal, Esquire
911 Chestnut Street
Clearwater, Florida 33756
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SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURE FOR EACH PARTY:

Name of Entity
Sage Living Center of Palm Bay I, LLC
By: Sage Living Centers, Inc.
Its sole member

By: Charles R. Nixon, Ph.D.
Charles R. Nixon; President

Sage Living Center of Palm Bay II, LLC
By: Sage Living Centers, Inc.
Its sole member

By: Charles R. Nixon, Ph.D.
Charles R. Nixon; President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

Name	Jurisdiction
Sage Living Center of Palm Bay II, LLC	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction
Sage Living Center of Palm Bay I, LLC	Florida

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

Disappearing Entity and Surviving Entity shall cause their respective Presidents to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, Surviving Entity shall deliver such Articles of Merger for filing to the Florida Secretary of State. In accordance with §608.4382, Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

On the Effective Date, Sage Living Center of Palm Bay II, LLC (the "Dissolving Entity") will merge with and into Sage Living Center of Palm Bay I, LLC (the "Surviving Entity"). On the Effective Date, the separate existence of the Dissolving Entity shall cease, and the Surviving Entity shall be fully vested in all its rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383, Florida Statutes, as follows:

1. The title to all real estate and other property, or any interest therein, owned by the Dissolving Entity and the Surviving Entity shall be vested in the Surviving Entity without reversion or impairment. The Surviving Entity shall record a certified copy of the articles of merger in the county in which the Dissolving Entity holds an interest in real property.

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2. The Surviving Entity shall thereafter be responsible and liable for all the liabilities and obligations of the Dissolving Entity, including liabilities arising out of the rights of dissenters with respect to such merger under applicable law.

3. Any claim existing or action or proceeding pending by or against any party to the merger may be continued as if the merger did not occur or the Surviving Entity may be substituted in the proceeding for the Dissolving Entity.

4. Neither the rights of creditors nor any liens upon the property of either the Dissolving Entity or the Surviving Entity shall be impaired by such merger.

5. The articles of organization and the operating agreement of the Surviving Entity in effect immediately prior to the Effective Time shall be the articles of organization and the operating agreement of the Surviving Entity.

FOURTH:

On the Effective Date, the membership interest of Sage Living Centers, Inc. in the Dissolving Entity at that time shall without more be converted into and exchanged for a membership interest in the Surviving Entity in accordance with this Plan. Each membership interest of the Surviving Entity that is issued and outstanding on the Effective Date shall continue as outstanding membership interests of the Surviving Entity. Upon completion of the merger, Sage Living Centers, Inc. will be the sole member of Sage Living Center of Palm Bay I, LLC.

There are no outstanding rights to acquire any interest in either Sage Living Center of Palm Bay I, LLC or Sage Living Center of Palm Bay II, LLC, according no provision has been made regarding the manner and basis of converting rights to acquire interests, obligations or other securities of each merged party into rights to acquire interests, obligations or other securities of the surviving entity.

FIFTH: Sage Living Center of Palm Bay I, LLC, the surviving entity, is a limited liability company. Following the merger, Sage Living Centers, Inc., its sole member, will manage the surviving entity.

SIXTH: If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

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