

LD1000004185

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

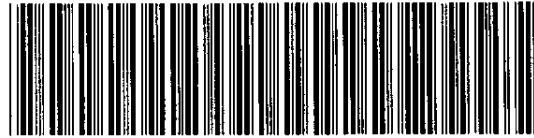
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000263154400

08/29/14--01003--014 **80.00

Merger

SEP. - 2 2014

R. WHITE

RECEIVED
14 AUG 29 AM 11:25
DIVISION OF COURT CLERK

FILED
14 AUG 29 AM 11:54
TALLAHASSEE, FLORIDA

**FILING INSTRUCTIONS
FOR
ARTICLES OF MERGER**

CLIENT/MATTER #: 40547.0005

WPB CONTACTS:

Ivy Rosenthal, Paralegal – Office (561) 832-3300 ext. 25378
Email: irosenthal@broadandcassel.com

Matthew Kissner, Associate – Office (561) 832-3300 ext. 25322
Email: mkissner@broadandcassel.com

INSTRUCTIONS:

Walk-In Filing:

Florida Department of State
Division of Corporations – Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6050 – LLC Mergers

1. **At 10:00 a.m.**, submit to front desk:
 - Executed original and one copy (or 2 copies if original not available) of Articles of Merger between AsgardHealth, LLC and AsgardHealth Acquisition LLC
 - Check #38048 for \$80.00 for filing fees and one (1) certified copy
2. Have a third copy of the document "Received" date stamped to scan and email to us.
3. **By 10:30 a.m.**, email "date stamped" copy of Articles of Merger to mkissner@broadandcassel.com and irosenthal@broadandcassel.com **WITH THE FOLLOWING STATEMENT IN THE TEXT OF THE EMAIL:**

"I hereby confirm that I have filed the AsgardHealth Articles of Merger with the Florida Department of State, Division of Corporations, and it was received. Attached is a "file stamped" copy of the Articles of Merger confirming filing.

Jesse Hughes
Telephone # _____"

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AsgardHealth, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ivy Rosenthal, Paralegal

Contact Person

Broad and Cassel

Firm/Company

One N. Clematis Street, Suite 500

Address

West Palm Beach, FL 33401

City, State and Zip Code

irosenthal@broadandcassel.com

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

For further information concerning this matter, please call:

Ivy Rosenthal, Paralegal at (561) 832-3300 ext. 25378

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

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

FILED

14 AUG 29 AM 11:54

Articles of Merger
For
Florida Limited Liability Company

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
AsgardHealth, LLC	Florida	limited liability company
AsgardHealth Acquisition LLC	Florida	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>
AsgardHealth, LLC	Florida	limited liability company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

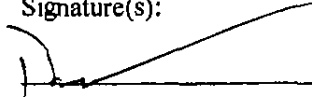
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

AsgardHealth, LLC

AsgardHealth Acquisition LLC

Signature(s):



Typed or Printed

Name of Individual:

Bradford S. Lovette,
Manager

Monica Demitor, CEO,
RiverMend Health, LLC,
as Managing Member

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 an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

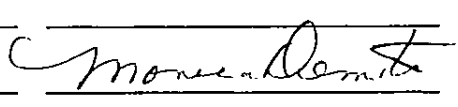
FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AsgardHealth, LLC		Bradford S. Lovette, Manager
AsgardHealth Acquisition LLC		Monica Demitor, CEO, RiverMend Health, LLC, as Managing Member
_____	_____	_____
_____	_____	_____

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 an authorized person

<u>Fees:</u> For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00