

L020000015233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

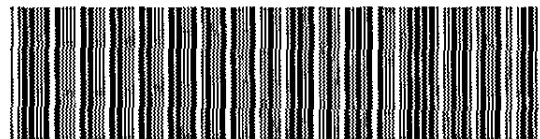
(Business Entity Name)

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EFFECTIVE DATE

01/01/03

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE
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W02-36084
J. BRYAN DEC 30 2002

J. BRYAN JAN 6 2003

Document Number Only

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

EFFECTIVE DATE

01/01/03

Chapin Revenue Cycle Management, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Limited Liability Partnership

☒ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

12/27

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THANKS

CONNIE BRYAN



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 2002

C T CORPORATION SYSTEM

SUBJECT: CHAPIN REVENUE CYCLE MANAGEMENT, LLC
Ref. Number: W02000036084

We have received your document for CHAPIN REVENUE CYCLE MANAGEMENT, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The plan of merger must contain any statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity is a party to the merger is formed, organized, or incorporated.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 202A00067772

1/3/03
File 1st

* Please backdate filing to:
Dec. 27th.

Thanks!

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

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TALLAHASSEE, FLORIDA

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Chapin Revenue Cycle Management, LLC 4890 W. Kennedy Blvd. Suite 820 Tampa, FL 33611	Florida	limited liability company

Florida Document/Registration Number: L02000015233

2.	Chapin Revenue Cycle Management, LLC 4890 W. Kennedy Blvd. Suite 820 Tampa, FL 33609	Delaware	limited liability company
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EFFECTIVE DATE

01/01/03

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	Chapin Revenue Cycle Management, LLC 4890 W. Kennedy Blvd. Suite 820 Tampa, FL 33609	Delaware	limited liability

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

FOURTH: The attached Plan and Agreement of Merger was approved by the other limited liability company that is party to the merger in accordance with the laws of Delaware.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce

any obligation or rights of any dissenting members of the domestic limited liability company that is a party to the merger.


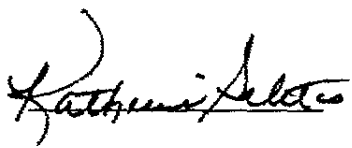
SIXTH: The surviving entity agrees to pay the dissenting members of the domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement, articles of organization or certificate of formation of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective on January 1, 2003.

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

ELEVENTH: Signature for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Chapin Revenue Cycle Management, LLC, a Delaware limited liability company		Keith Henthorne, Member, Chief Executive Officer and President
Chapin Revenue Cycle Management, LLC, a Florida limited liability company		Katherine Seletos, sole Member

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ALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

The following Plan and Agreement of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes and Section 209 of the Delaware Limited Liability Company Act (the "Delaware Act"), is being submitted in accordance with Section 608.438, Florida Statutes and Section 209 of the Delaware Act.

1. **Parties.** The exact name and jurisdiction of formation of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Chapin Revenue Cycle Management, LLC ("Chapin Florida")	Florida
Chapin Revenue Cycle Management, LLC ("Chapin Delaware")	Delaware

2. **Surviving Company.** The exact name and jurisdiction of the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Chapin Revenue Cycle Management, LLC	Delaware

3. **Terms.** The terms and conditions of the merger are as follows:

3.1 *The Merger.* On and subject to the terms and conditions of this Agreement, Chapin Florida will merge with and into Chapin Delaware (the "*Merger*") effective on January 1, 2003 (the "*Effective Time*"). Chapin Delaware shall be the company surviving the Merger (the "*Surviving Company*").

3.2 *Effect of Merger.*

(a) *General.* The Merger shall have the effect set forth in the Delaware Limited Liability Company Act and at the Effective Time, the separate existence of Chapin Florida shall cease. The Surviving Company may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Chapin Delaware or Chapin Florida in order to carry out and effectuate the transactions contemplated by this Agreement.

(b) *Certificate of Formation.* The Certificate of Formation of Chapin Delaware in effect at and as of the Effective Time will remain the Certificate of Formation of the Surviving Company without any modification or amendment in the Merger.

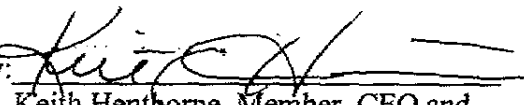
(c) *Operating Agreement.* The Operating Agreement of Chapin Delaware in effect at and as of the Effective Time will remain the Operating Agreement of the Surviving Company without any modification or amendment in the Merger.

(d) *Conversion of Ownership Interests.* At and as of the Effective Time, all outstanding ownership interests in Chapin Florida and Chapin Delaware on the Effective Time shall be converted into an ownership interest in Chapin Delaware as is set forth in the Operating Agreement of Chapin Delaware.

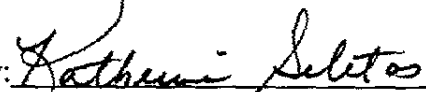
4. *See below.*

Each party has caused this Plan and Agreement of Merger to be signed in its name and on its behalf by its authorized person on this 26th day of December, 2002.

CHAPIN REVENUE CYCLE
MANAGEMENT, LLC, a Delaware
limited liability company

By: 
Keith Henthorne, Member, CEO and
President

CHAPIN REVENUE CYCLE
MANAGEMENT, LLC, a Florida
limited liability company

By: 
Katherine Seletos, sole Member

4. *Management.* Management of the surviving limited liability company is vested in Keith Henthorne and Katherine Seletos, as the founding members and directors.

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