

Division of Corporations

**L03000010308** (1/8)  
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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE  
THE REFUGE, A HEALING PLACE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$100.00

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C. LEWIS

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EXAMINER

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Refuge, A Healing Place, 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:

Ann K. Rich, Paralegal

\_\_\_\_\_  
Contact Person

Waller Lansden Dortch & Davis, LLP

\_\_\_\_\_  
Firm/Company

511 Union Street, Suite 2700

\_\_\_\_\_  
Address

Nashville, TN 37067

\_\_\_\_\_  
City, State and Zip Code

ann.rich@wallerlaw.com

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

For further information concerning this matter, please call:

Ann K. Rich

at ( 615 ) 850-8745

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and 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

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**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
<u>L10000016673</u> The Refuge Intensive Outpatient, LLC	Florida	Limited Liability Company
<u>Physicians of the Refuge, LLC</u>	Florida	Limited Liability Company
<u>The Refuge Transitions, LLC</u>	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>
<u>L03000010308</u> The Refuge, A Healing Place, LLC	Florida	Limited Liability Company

**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, 608, 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:

\_\_\_\_\_

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:


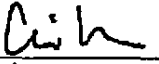
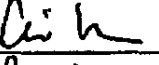
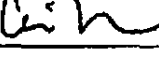
Street address: 830 Crescent Centre Drive, Suite 610  
Franklin, Tennessee 37067  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: (same as above)  
\_\_\_\_\_  
\_\_\_\_\_

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 TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Refuge Intensive Outpatient, LLC		Christopher L. Howard
Physicians of the Refuge, LLC		Christopher L. Howard
The Refuge Transitions, LLC		Christopher L. Howard
The Refuge, A Healing Place, LLC		Christopher L. Howard

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:** 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

**PLAN OF MERGER**  
**OF**  
**THE REFUGE INTENSIVE OUTPATIENT, LLC**  
**PHYSICIANS OF THE REFUGE, LLC**  
**THE REFUGE TRANSITIONS, LLC,**  
each a Florida limited liability company  
**AND**  
**THE REFUGE, A HEALING PLACE, LLC,**  
a Florida limited liability company

THIS PLAN OF MERGER (the "Agreement") is made and entered into as of this 2nd day of August, 2013, by and between The Refuge Intensive Outpatient, LLC, Physicians of the Refuge, LLC and The Refuge Transitions, LLC, (each a "Merging Entity" and collectively, the "Merging Entities"), and The Refuge, A Healing Place, LLC, the ("Surviving Entity").

WHEREAS, the names of the Merging Entities, the state under which each is organized and the entity type is as follows:

<u>Name of Merging Entity</u>	<u>State of Formation</u>	<u>Entity Type</u>
The Refuge Intensive Outpatient, LLC	Florida	Limited Liability Company
Physicians of the Refuge, LLC	Florida	Limited Liability Company
The Refuge Transitions, LLC	Florida	Limited Liability Company

WHEREAS, the name of the Surviving Entity, the state under which it is organization and the entity type is as follows:

<u>Name of Surviving Entity</u>	<u>State of Formation</u>	<u>Entity Type</u>
The Refuge, A Healing Place, LLC	Florida	Limited Liability Company

WHEREAS, the Surviving Entity is the sole member of the Merging Entities.

WHEREAS, the sole member of each Merging Entity and the Surviving Entity has determined that it is in the best interests of each respective company to effect the Merger, as defined below, provided for herein upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto adopt the following Plan of Merger and agree as follows:

1. Merger: Surviving Entity. On and as of the "Effective Time" (as defined below), the Merging Entities shall merger with and into the Surviving Entity. Following the Merger, the separate existence of the Merging Entities shall cease. The Surviving Entity shall be governed by the laws of the State of Florida.

2. Effect of Merger. Membership Interests. At the Effective Time, the membership interests of the Surviving Entity immediately prior to the Merger shall remain outstanding and unchanged, and the membership interests of the Merging Entities immediately prior to the Merger shall be cancelled.

3. Effect of Merger. Formation and Governing Documents. The Articles of Organization and Operating Agreement of the Surviving Entity in effect immediately prior to the Effective Time, without amendments thereof, shall be the Articles of Organization and Operating Agreement of the Surviving Entity following the Merger.

4. Effect of Merger. Subject to the terms and conditions of this Agreement, the Merging Entities shall be merged with and into Surviving Entity, and the separate company existence of Merging Entities shall thereupon cease. The company's identity, existence, powers, rights and immunities of Surviving Entity shall continue unimpaired by the Merger, and Surviving Entity shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Merging Entities, all without further act or deed.

5. Effective Time. The Merger shall become effective at 12:01 am on August 2, 2013 (the "Effective Time").

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

**THE REFUGE INTENSIVE OUTPATIENT, LLC**

By: 

Christopher L. Howard  
Vice President and Secretary

**PHYSICIANS OF THE REFUGE, LLC**

By: 

Christopher L. Howard  
Vice President and Secretary

**THE REFUGE TRANSITIONS, LLC**

By: 

Christopher L. Howard  
Vice President and Secretary

**THE REFUGE, A HEALING PLACE, LLC**

By: 

Christopher L. Howard  
Vice President and Secretary