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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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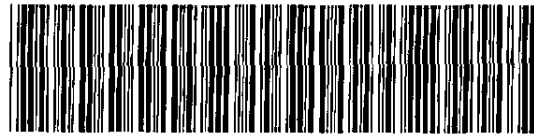
(Business Entity Name)

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SEC. CLERK OF STATE
TALLAHASSEE, FLORIDA

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11:57

Division of Administration

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY

DATE: 11-23-05

REF. #: 0650.44687

CORP. NAME: CENTRIC HEALTH RESOURCES, LLC into CENTRIC HEALTH
RESOURCES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 5/5057 FOR \$ 68.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

of

CENTRIC HEALTH RESOURCES, LLC
a Florida limited liability company

and

CENTRIC HEALTH RESOURCES, INC.
a Delaware corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Limited Liability Company Act and the Delaware General Corporation Law governing the merger of Florida and Delaware entities, respectively, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **CENTRIC HEALTH RESOURCES, LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease, and **CENTRIC HEALTH RESOURCES, INC.** (the "Surviving Entity"), which is a corporation organized under the laws of the State of Delaware, and which shall be the surviving entity.

2. The Agreement and Plan of Merger dated November 23, 2005 (the "Plan of Merger"), by and between the Disappearing Entity and the Surviving Entity, pursuant to which the Disappearing Entity will be merged with and into the Surviving Entity (the "Merger"), is attached hereto as Exhibit A.

3. The Plan of Merger was approved and adopted by (a) the managers and members of the Disappearing Entity pursuant to the applicable provisions of the Florida Limited Liability Company Act and (b) the Board of Directors of the Surviving Entity pursuant to the applicable provisions of the Delaware General Corporation Law.

4. The Surviving Entity will continue to exist under the name "**CENTRIC HEALTH RESOURCES, INC.**" pursuant to the provisions of the Delaware General Corporation Law.

5. The Merger shall become effective as of 12 noon on November 23, 2005.

6. The address of the principal office of the Surviving Entity is 17877 Chesterfield Airport Road, Chesterfield, Missouri 63005.

7. The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations of, or the rights of dissenting members of, the Disappearing Entity.

8. The Surviving Entity agrees to promptly pay to dissenting members of the Disappearing Entity the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

DISAPPEARING ENTITY:

CENTRIC HEALTH RESOURCES, LLC
a Florida limited liability company

By: 

Name: Bruce Greenberg
Title: Manager

SURVIVING ENTITY:

CENTRIC HEALTH RESOURCES, INC.
a Delaware corporation

By: _____

Name: Craig L. Kephart
Title: President

8. The Surviving Entity agrees to promptly pay to dissenting members of the Disappearing Entity the amount, if any, to which such dissenting members are entitled under Section 606.4384 of the Florida Limited Liability Company Act.

DISAPPEARING ENTITY:

CENTRIC HEALTH RESOURCES, LLC
a Florida limited liability company

By: _____
Name: Bruce Greenberg
Title: Manager

SURVIVING ENTITY:

CENTRIC HEALTH RESOURCES, INC.
a Delaware corporation

By: Craig L. Kephart
Name: Craig L. Kephart
Title: President

EXHIBIT A
TO ARTICLES OF MERGER
Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF
CENTRIC HEALTH RESOURCES, LLC
AND
CENTRIC HEALTH RESOURCES, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into effective as of the 23rd day of November, 2005, by and between CENTRIC HEALTH RESOURCES, LLC, a Florida limited liability company (the "Disappearing Entity"), and CENTRIC HEALTH RESOURCES, INC., a Delaware corporation (the "Surviving Entity").

RECITALS:

A. The Disappearing Entity is duly organized and existing under the laws of the State of Florida. The Surviving Entity is duly organized and existing under the laws of the State of Delaware.

B. The managers and members of the Disappearing Entity and the Board of Directors of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity, and the simultaneous issuance of shares as described herein, would be advantageous and beneficial to their respective members and stockholders.

C. The Disappearing Entity and Surviving Entity have agreed that the Disappearing Entity shall merge with and into the Surviving Entity upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of Delaware (the "Merger").

D. The Surviving Entity has agreed to issue, simultaneously with the Merger, shares of its capital stock, as described in this Plan of Merger.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained in this Plan of Merger and in order to consummate the transactions described above, the Disappearing Entity and Surviving Entity agree as follows:

1. **Merger.** The Disappearing Entity shall be merged with and into the Surviving Entity.

2. **Filing and Effective Time.** The Surviving Entity shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and shall file with the Delaware Secretary of State a Certificate of Merger pursuant to subsection (c) of Section 264 of the Delaware General Corporation Law (the "Delaware Act"). The effective date of the Merger (the "Effective Date") shall be 12 noon on November 23, 2005.

3. **Surviving Entity.** The Surviving Entity shall continue its existence under its current name pursuant to the provisions of the Delaware Act and shall succeed without other transfer to all the rights and properties of the Disappearing Entity and shall be subject to all the

debts and liabilities of the Disappearing Entity in the same manner as if Surviving Entity had incurred them.

4. **Disappearing Entity.** The separate existence of the Disappearing Entity shall cease upon the Effective Date in accordance with the provisions of the Florida Act.

5. **Terms of Merger.** The membership interests of the Disappearing Entity outstanding immediately prior to the Merger, and all rights in respect thereof, shall be converted into and exchanged for newly issued shares of the Surviving Entity's Common Stock as follows: (a) the Class A Members designated to receive shares of the Surviving Entity's Series A₁ Common Stock shall receive in the aggregate 171,000 shares of Series A₁ Common Stock, and the Class A Members designated to receive shares of the Surviving Entity's Series A₂ Common Stock shall receive in the aggregate 171,000 shares of Series A₂ Common Stock, as set forth in the Plan of Issuance of Shares to Members of Centric Health Resources, LLC Pursuant to Section 351 dated as of November 23, 2005 (the "Plan of Issuance") among the Disappearing Entity and the Surviving Entity; (b) the Class B Members shall receive in the aggregate 207,000 shares of the Surviving Entity's Class B Common Stock, as set forth in the Plan of Issuance; and (c) the Class C Members shall receive in the aggregate 121,000 shares of the Surviving Entity's Class C Common Stock, as set forth in the Plan of Issuance.

6. **Certificate of Incorporation.** The Amended and Restated Certificate of Incorporation of the Surviving Entity as now in force and effect shall remain in force and effect until it may hereafter be amended as therein provided and in the manner prescribed by the Delaware Act.

7. **Approval.** The transactions contemplated by this Plan of Merger have previously been submitted to and approved by the managers and members of the Disappearing Entity and by the Board of Directors of the Surviving Entity. Subsequent to the execution of this Plan of Merger by the duly authorized officers of the Disappearing Entity and Surviving Entity, the duly authorized officers of the Disappearing Entity and Surviving Entity shall, and are they hereby authorized and directed to, cause to be executed and filed such documents as may be prescribed by the Delaware Act and the Florida Act and to perform all such further acts as the same may be necessary or proper to render effective the Merger and issuance of shares contemplated by this Plan of Merger.

8. **Governing Law.** This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida.

9. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the transactions contemplated hereby.

10. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

The Surviving Entity and the Disappearing Entity have caused this Plan of Merger to be executed and delivered by their duly authorized officers, effective as of the date first above written.

CENTRIC HEALTH RESOURCES, LLC, a
Florida limited liability company

By: 
Name: Bruce Greenberg
Title: Manager

SURVIVING ENTITY:

CENTRIC HEALTH RESOURCES, INC., a
Delaware corporation

By: _____
Name: Craig L. Kephart
Title: President

CENTRIC HEALTH RESOURCES, LLC, a
Florida limited liability company

By: _____
Name: Bruce Greenberg
Title: Manager

SURVIVING ENTITY:

CENTRIC HEALTH RESOURCES, INC., a
Delaware corporation

By: Craig L. Kephart
Name: Craig L. Kephart
Title: President