

U050000013934

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____

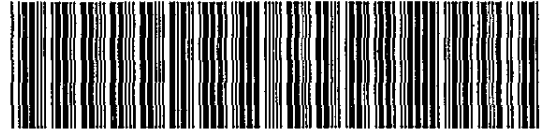
Certificates of Status _____

Special Instructions to Filing Officer:

2/28 merger

U05-13934

Office Use Only



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FBI - JEFFERSON

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: APOLLO HEALTH CARE, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Christopher M. Riser
(Name of Person)

Riser Adkisson LLP
(Firm/Company)

1827 Powers Ferry Road, Suite 200
(Address)

Atlanta, Georgia 30339
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher M. Riser at (404) 634-0750
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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. Apollo Health Care Nevada 1135 Terminal Way, Suite 209 Reno, Nevada 89502	Nevada	Corporation
2. Apollo Health Care, LLC 5350 Spring Hill Drive Spring Hill, Florida 34606	Florida	L.L.C.

Florida Document/Registration Number: L05000013934 FEI Number: 20-0121949

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Apollo Health Care, LLC 5350 Spring Hill Drive Spring Hill, Florida 34606	Florida	L.L.C.

Florida Document/Registration Number: L05000013934 FEI Number: 20-0121949

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, 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: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, 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.

EIGHTH: 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.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

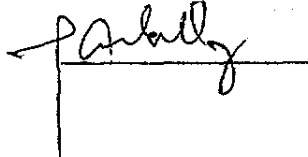
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

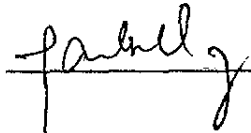
Name of Entity Signature(s) Typed or Printed Name of Individual

Apollo Health Care Nevada



Pariksith Singh

Apollo Health Care, LLC



Auro S Management, LLC
By: Pariksith Singh

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations:

Signature of Chairman, Vice Chairman,
President or any officer.

All General Partnerships:

Signatures of two partners.

All Domestic Limited Partnerships:

Signatures of all general partners.

All Non-Florida Limited Partnerships:

Signature of one general partner.

All Limited Liability Companies:

Signature of a member or authorized
representative of a member.

All Other Business Entities:

In accordance with the laws of their
jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Street Address:

Division of Corporations

409 E. Gaines St.

Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:

\$52.50 (If merger filed pursuant to
s. 608.4382, \$25.00)

For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each General Partnership:

\$25.00

All Others:

No Charge

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Apollo Health Care Nevada	Nevada
Apollo Health Care, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Apollo Health Care, LLC	Florida

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

- 1. The articles of organization filed with the Articles of Merger shall be the articles of organization of the surviving LLC unless and until amended;*
- 2. The articles of incorporation and bylaws of Apollo Health Care Nevada shall be of no further force or effect;*
- 3. Apollo Health Care, LLC shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of Apollo Health Care Nevada; and all property, real, personal, and mixed, and all debts due to Apollo Health Care Nevada, as well as all other choses in action, and each and every other interest of or belonging to or due to Apollo Health Care Nevada, shall be taken and deemed to be vested in Apollo Health Care, LLC without further act or deed; and the title to any real estate, or any interest therein, vested in Apollo Health Care Nevada shall not revert or be in any way impaired by reason of such merger; and*
- 4. Apollo Health Care, LLC shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of Apollo Health Care Nevada, and any claim existing or action or proceeding pending by or against Apollo Health Care Nevada may be prosecuted as if such merger had not become effective. Neither the rights of creditors nor any liens upon the property of Apollo Health Care Nevada shall be impaired by such merger.*

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each shareholder of Apollo Health Care Nevada shall receive one membership interest unit for each share of the corporation pursuant to this merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Auro S Management, LLC
5350 Spring Hill Drive
Spring Hill, Florida 34606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger: