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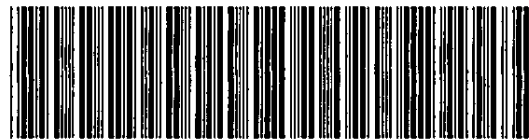
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BrownWinick
ATTORNEYS AT LAW

Brown, Winick, Graves, Gross,
Baskerville and Schoenebaum, P.L.C.

666 Grand Avenue, Suite 2000
Ruan Center, Des Moines, IA 50309-2510

June 20, 2007

direct phone: 515-242-2422
direct fax: 515-323-8522
email: slh@brownwinick.com

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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07 JUN 21 AM 11:18
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TALLAHASSEE, FLORIDA

Re: Gift of Life Community, LLC

Dear Sirs:

The enclosed original Certificate of Merger, Agreement For and Plan of Merger and fees are submitted for filing. Please return all correspondence concerning this matter to:

William C. Brown
BrownWinick
666 Grand Avenue
Suite 2000
Des Moines, Iowa 50309

Also enclosed is a copy of the above-mentioned documents. Please return in the self-addressed stamped envelope a file stamped-copy of the same.

For further information concerning this matter, please do not hesitate to contact me at the above number.

Sincerely yours,

Stephanie Harper

enclosure

**ARTICLES OF MERGER
MERGING
SEQUELCARE OF FLORIDA, LLC WITH AND INTO GIFT OF LIFE COMMUNITY, LLC**

The undersigned, desiring to merge two (2) limited liability companies and pursuant to the provisions of Section 438 of the Florida Limited Liability Company Act, adopts the following Articles of Merger:

1. Name and Jurisdiction of Parties to the Merger. The merging business entities are SequelCare of Florida, LLC a limited liability company organized and existing under the laws of the State of Florida and Gift of Life Community, LLC, a limited liability company organized and existing under the laws of the State of Florida. L07-5816
L07-15129
2. Plan of Merger. A Plan of Merger has been duly approved, as required by Florida Statutes Section 608.4381, by the managers and all of the members of each merging limited liability company listed in Paragraph 1 above.
3. Surviving Business Entity and Amendment to Articles of Organization. The surviving entity is Gift of Life Community, LLC. The surviving entity shall be governed by the Articles of Organization of Gift of Life Community, LLC as in effect immediately prior to the effective date of the merger, except as amended in Paragraph 4 hereof.
4. Amendment to Articles of Organization. Article I of the Articles of Organization of Gift of Life Community, LLC shall be amended to change the name of the surviving entity to "SequelCare of Florida, LLC", such amendment to read as follows:

ARTICLE I – Name:

The name of the Limited Liability Company is SequelCare of Florida, LLC.

5. Effective Date. The merger shall be effective as of the close of business on ~~May~~ June 21, 2007.

Executed this 15th day of May, 2007.

SEQUELCARE OF FLORIDA, LLC

By: _____

John F. Ripley, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC – Manager

By: _____

Adam Shapiro, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC – Manager

GIFT OF LIFE COMMUNITY, LLC

By: _____

John F. Ripley, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC, Manager of SequelCare of Florida, LLC, sole Member and Manager

By: _____

Adam Shapiro, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC, Manager of SequelCare of Florida, LLC, sole Member and Manager

EFFECTIVE DATE 6-21-07

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**AGREEMENT FOR AND
PLAN OF MERGER**

15th **THIS AGREEMENT FOR AND PLAN OF MERGER** (this "Plan") is hereby adopted this ____ day of May, 2007 by and among SequelCare of Florida, LLC ("Sequel") and Gift of Life Community, LLC ("Gift of Life"), both Florida limited liability companies (collectively the "Entities").

WHEREAS, Gift of Life, a wholly owned subsidiary of Sequel, is a limited liability company organized and existing under the laws of the State of Florida, being authorized to issue an unlimited number of membership units, of which one hundred (100) membership units are issued and outstanding;

WHEREAS, Sequel is a limited liability company organized and existing under the laws of the State of Florida, being authorized to issue an unlimited number of membership units, of which one thousand (1,000) units are issued and outstanding.

WHEREAS, the Managers and Members of both Sequel and Gift of Life deem it advisable to merge the operations of the Entities through a merger, and, accordingly have duly authorized the preparation of this Plan; and

WHEREAS, the laws of the State of Florida permit such a merger as set forth in this Plan, and the Entities desire to merge under and pursuant to the provisions of Section 438 of the Florida Limited Liability Company Act.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that the Entities shall be merged in the manner and structure set forth in Section 1 hereof, and the terms and conditions of such merger and the procedure of carrying it into effect are and shall be as follows:

1. Structure of Merger. Sequel shall merge with and into Gift of Life, which shall be the surviving entity sometimes referred to herein as the "Surviving Entity."

2. Name of Surviving Corporation. Gift of Life shall be the Surviving Entity of the merger. From and after the Effective Date of the merger, pursuant to Sections 7 and 12 of this Plan, the name of the Surviving Entity shall be "SequelCare of Florida, LLC."

3. Office of Surviving Corporation. The principal office of the Surviving Entity shall be 12220 Oak Brook Drive, Urbandale, Iowa 50323.

4. Registered Office and Agent. The address of the registered office of the Surviving Entity in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent at such address is CT Corporation System,

5. Effective Date of Merger. For all purposes of the laws of the State of Florida, this Plan and the merger provided for herein shall become effective as of the close of business on May, 2007 (the "Effective Date").
June 21

6. Purpose of Surviving Corporation. The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Statutes.

7. Amendment of Articles of Incorporation and Operating Agreement of Surviving Entity. From and after the Effective Date of the merger, pursuant to the Articles of Merger and this Plan, and

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without any further action by the Entities or their respective members, the name of the Surviving Entity shall be "SequelCare of Florida, LLC." Except with respect to the foregoing name change, no changes are to be made to the Articles of Incorporation or Operating Agreement of the Surviving Entity.

8. Current Interests in Entities. Each of the Entities has the following authorized and outstanding units:

8.1 Interest in Sequel. Sequel is authorized to issue an unlimited number of membership units, of which one thousand (1,000) units are issued and outstanding.

8.2 Interest in Gift of Life. Gift of Life is authorized to issue membership units consisting of an unlimited number of membership units, of which one hundred (100) units are issued and outstanding.

9. Procedure for Effecting Merger. The current members of Sequel and Gift of Life and the Surviving Entity, and their respective units of each such company, are set forth on "Exhibit A" attached hereto and made part hereof by this reference. The procedure for carrying said merger into effect and the manner and basis for converting the units of Sequel into units of the Surviving Entity shall be as follows:

9.1 Upon the Effective Date of this merger, each issued and outstanding unit of Sequel shall be automatically cancelled and retired, and shall cease to exist, and shall be replaced by one (1) certificate for fully paid and nonassessable membership units in the Surviving Entity equal to the total number of units being cancelled, as illustrated by "Exhibit B" attached hereto;

10. Reporting of Assets; Pooling of Interests; Record Date. The assets of Sequel shall be reported in the accounts of the Surviving Entity at their book value as of the Effective Date of the merger. The aggregate stated capital, capital surplus, and earned surplus of the Entities shall be, respectively, the stated capital, capital surplus, and earned surplus of the Entities. The record date for the merger of the Entities shall be May 1, 2007, and each of the Entities shall continue to operate in the ordinary course of business until final consummation of the merger, and shall not engage in any extraordinary transactions outside the ordinary course of business for each such entity.

11. Effect of Merger. Upon this merger becoming effective:

11.1 The Surviving Entity shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which limited liability companies may be organized under the Florida Statutes;

11.2 The Surviving Entity shall enjoy all rights, privileges, and powers previously held by the Entities, and shall thereafter own all property, whether real, personal or mixed, tangible or intangible, previously owned by the Entities;

11.3 All rights of creditors of the Entities shall be preserved unimpaired, and all liens upon any property of the Entities shall continue in full force and effect with respect to the specific property affected thereby immediately prior to the Effective Date of the merger; and

11.4 All debts, liabilities, obligations and duties of the Entities shall attach to and be assumed and performed by the Surviving Entity.

12. Name Change. As part of this merger, each Entity and their respective managers and members hereby agree to change the name of the Surviving Entity, Gift of Life, to "SequelCare of Florida, LLC" such change to be effective as of the Effective Date of the merger, and hereby approve and adopt the corresponding amendment to the Articles of Incorporation and the Operating Agreement of the Surviving Corporation set forth in Section 7 of this Plan and Paragraph 4 of the Articles of Merger.

13. Method of Approval. This Plan will be approved with actions by consents of the members and managers of the Constituent Entities (pursuant to their organizational documents and applicable state law).

14. Right to Abandon Merger. The Managers of the Constituent Entities shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Secretary of the State of Florida.

Executed this _____ day of May, 2007.

~~SEQUELCARE OF FLORIDA, LLC~~

By: _____

John F. Ripley, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC – Manager

~~GIFT OF LIFE COMMUNITY, LLC~~

By: _____

John F. Ripley, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC, Manager of SequelCare of Florida, LLC sole Member and Manager

By: _____

Adam Shapiro, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC – Manager

By: _____

Adam Shapiro, Manager of Sequel Youth and Family Services, LLC, Manager of Sequel CBS Holdings, LLC, Manager of SequelCare of Florida, LLC sole Member and Manager

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**EXHIBIT A
PLAN OF MERGER**

Initial Ownership of Constituent Entities

CONSTITUENT ENTITY	MEMBER NAME	NUMBER UNITS OWNED
SequelCare of Florida, LLC	Sequel CBS Holdings, LLC	1,000
Gift of Life Community, LLC	SequelCare of Florida, LLC	100

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**EXHIBIT B
PLAN OF MERGER**

Final Ownership After Section 9.1

CONSTITUENT ENTITY	MEMBER NAME	NUMBER UNITS OWNED
Gift of Life Community, LLC ⁽¹⁾	Sequel CBS Holdings, LLC	1,100

(1) The name of the surviving entity, Gift of Life Community, LLC, will be changed to "SequelCare of Florida, LLC" pursuant to paragraphs 7 and 12 of the Plan of Merger and paragraph 4 of the Articles of Merger.

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