

# L07000071464

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H13000070524 3)))



H130000705243ABCW

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : BARITZ & COLMAN LLP  
Account Number : I20000000130  
Phone : (561) 864-5100  
Fax Number : (561) 864-5101

FILED  
13 APR -2 PM 2:50

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: M1220@BaritzColman.com

## MERGER OR SHARE EXCHANGE

Hands with Care Occupational Therapy and Rehabilitation, LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 06      |
| Estimated Charge      | \$58.75 |

Merger  
4/3/13 DC

*Attn: Darlene Connell*

March 29, 2013

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

HANDS WITH CARE OCCUPATIONAL THERAPY AND REHABILITATION  
9980 CENTRAL PARK BOULEVARD N  
SUITE 102  
BOCA RATON, FL 33428

SUBJECT: HANDS WITH CARE OCCUPATIONAL THERAPY AND REHABILITATION, LLC  
REF: L07000041464

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

PLEASE LIST THE COMPLETE NAME OF EACH ENTITY INVOLVED IN THE MERGER.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H13000070524  
Letter Number: 913A00007428

*If there are any problems with the filing please call Michelle [signature]  
561-864-5100*

RECEIVED

13 APR -2 AM 10:23

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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

FILED  
13 APR - 2 PM 2:50

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> |
|--|---------------------|-------------------------|
| Hands with Care Occupational Therapy and Rehabilitation,<br><u>LLC</u> | Florida             | LLC                     |
| Hands with Care Occupational Therapy and Rehabilitation,<br><u>LLC</u> | Delaware            | LLC                     |
|  |                     |                         |
|  |                     |                         |

**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> |
|--|---------------------|-------------------------|
| Hands with Care Occupational Therapy and Rehabilitation,<br><u>LLC</u> | Delaware            | LLC                     |

**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:

9980 Central Park Blvd., N Suite 102  
Boca Raton, Florida 33428

---

**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: 1075 Broken Sound Parkway NW #102  
Boca Raton, Florida 33487

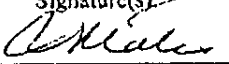
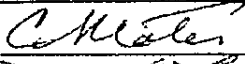
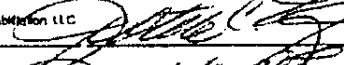
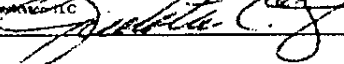
---

Mailing address: 1075 Broken Sound Parkway NW #102  
Boca Raton, Florida 33487

---

h.) 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: |
|--|--|--------------------------------------|
| Hands with Care Occupational Therapy and Rehabilitation, LLC |   | Clifford A. Matis                    |
| Hands with Care Occupational Therapy and Rehabilitation, LLC |   | Clifford A. Matis                    |
| Hands with Care Occupational Therapy and Rehabilitation, LLC |   | Juliette C. Matis                    |
| Hands with Care Occupational Therapy and Rehabilitation, LLC |  | Juliette C. Matis                    |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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

**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> |
|---|---------------------|-------------------------|
| Hands with Care Occupational Therapy and Rehabilitation, <u>LLC</u> | Florida             | LLC                     |
| Hands with Care Occupational Therapy and Rehabilitation, <u>LLC</u> | Delaware            | LLC                     |
|   |                     |                         |
|   |                     |                         |

**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> |
|---|---------------------|-------------------------|
| Hands with Care Occupational Therapy and Rehabilitation, <u>LLC</u> | Delaware            | LLC                     |

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

The Florida entity shall be merged into the Delaware entity.

Upon completion of the merger the Florida entity shall cease to exist. The membership interests in the Florida entity will be converted to membership interests in the Delaware entity.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date of the merger members Clifford A. Matis  
and Juliette C. Matis, as tenants by the entireties shall exchange their  
100% membership interests in the Florida entity for 100% membership interests  
as tenants by the entireties in the Delaware entity.

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*