

10/23/2013 11:11:02 From: To: 850607680

Division of Corporations

Page 1 of 1

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.

((H13000230757 3)))



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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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

Email Address: _____

RECEIVED

13 OCT 23 AM 11:31

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RIVERMEND HEALTH LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$83.75

RE-SUBMIT

Electronic Filing Menu

Corporate Filing Menu

Please retain original filing
date of submission 10/17



October 23, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECOVERY CENTERS OF AMERICA LLC
729 NW 22ND STREET
GAINESVILLE, FL 32603

SUBJECT: RECOVERY CENTERS OF AMERICA LLC
REF: L12000060926

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 ONLY 2 NAMES THAT SHOULD BE LISTED IN THE MERGER IS "RECOVERY CENTERS OF AMERICA LLC" (FLORIDA MERGING CORPORATION) AND "RIVERMEND HEALTH LLC" (FOREIGN SURVIVING CORPORATION NOT QUALIFIED IN THE STATE OF FLORIDA). THIS INFORMATION SHOULD BE REFLECTED ON PAGE 1 AND 6 OF THE CERTIFICATE OF MERGER AND PAGE 4 OF THE PLAN OF MERGER.

PLEASE ADD A STATEMENT TO THE ELECTRONIC FILING COVER SHEET REGARDING THE SIGNATURES SHOWN ON PAGE 6 OF THE CERTIFICATE OF MERGER AS THE TINY PRINT IS NOT LEGIBLE.

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. #: H13000230757
Letter Number: 413A00024706

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13 OCT 23 AM 11:31

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RECOVERY CENTERS OF AMERICA 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:

ANDREW NAGEL, GENERAL COUNSEL
Contact Person

RCA HOLDINGS LLC Attn: Andrew Nagel
Firm/Company

522 West End Avenue, Apt 6D

Address

New York, NY 10024

City, State and Zip Code

Andrew Nagel ANagel@rivermendhealth.com

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

For further information concerning this matter, please call:

ANDREW NAGEL

Name of Contact Person

at (212) 721-3973

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

**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>
RIVERMEND HEALTH LLC	DELAWARE	LLC
RECOVERY CENTERS OF AMERICA LLC	FLORIDA	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>
RIVERMEND HEALTH LLC	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:

Upon Filing

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:

45 Tudor City Place, Suite 209

New York, NY 10017

Attn: Monica Demitor, Chief Executive Officer

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: 45 Tudor City Place, Suite 209

New York, NY 10017

Attn: Monica Demitor, Chief Executive Officer

Mailing address: 45 Tudor City Place, Suite 209

New York, NY 10017

Attn: Monica Demitor, Chief Executive Officer

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:
RIVERMEND HEALTH LLC	Monica Demitor	Monica Demitor, CEO
RECOVERY CENTERS OF AMERICA LLC	Monica Demitor	Monica Demitor, CEO

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

10/23/2013 11:11:02 From: To: 8506176380

(7/10)

Digitally signed by Monica Demitor
DN: cn=Monica Demitor, o=RiverMend Health LLC, ou=CEO,
Email=mdemitor@rivermendhealth.com, c=US
Date:2013.10.16 14:44:30-04'00'

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>
RIVERMEND HEALTH LLC	DELAWARE	LLC
RECOVERY CENTERS OF AMERICA LLC	FLORIDA	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>
RIVERMEND HEALTH LLC	DELAWARE	LLC

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

Filing of the Certificate of Merger of Recovery Centers of America, LLC, a Delaware limited liability

company ("DECO") with Recovery Centers of America, LLC a Florida limited liability

company ("FLCO") and DECO is changing its name to RiverMend Health LLC and is the surviving party.

(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:

At the Effective Time, by virtue of the Merger and without any further action on the part of either

of the Merging Companies :(a) each unit of interest of FLCO issued and outstanding immediately

no consideration shall be delivered or deliverable in exchange therefor; and (b) each unit of interest of DECO issued and outstanding immediately prior to the Effective Time shall remain the same.

(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:

Not Applicable. There are no rights to acquire interests.

(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:

Not Applicable.

(Attach additional sheet if necessary)

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

Not Applicable.

(Attach additional sheet if necessary)