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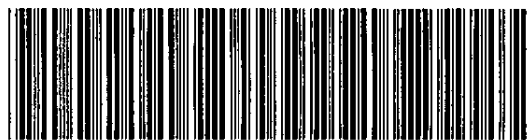
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Senior Advantages Assisted Living Placement Services, LLC
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Gary R. Loffredo
Contact Person

Senior Nannies Holdings, LLC
Firm/Company

3313 W. Commercial Blvd, Suite 130
Address

Fort Lauderdale, FL 33309
City/State and Zip Code

gloffredo@seniormannies.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lou Fischler
Name of Contact Person

At (954) 733-5444
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Cushing, Diane

From: Cushing, Diane
Sent: Tuesday, February 10, 2015 2:03 PM
To: 'GLOFFREDO@SENIORNANNIES.COM'
Subject: Senior Advantages Assisted Living Placement Services, LLC - Merger

I'm sorry but before I can proceed with this merger you must file the 2015 annual report on the corporation that is merging into the LLC. Florida Statutes 605.0212 (8) states all entities involved in the merger must be current with the annual report filing for the current year before the merger can be processed. So therefore, please file the annual report for P09000042767. You can either advise me when this has been completed or when I see that it has been processed I will proceed with the merger filing.

Diane C. Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
(850) 245-6913
(850) 245-6897 (Fax)

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TALLAHASSEE

ARTICLES OF MERGER
OF
SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, INC.
(a Florida corporation)
WITH AND INTO
SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, LLC
(a Florida limited liability company)

Pursuant to the provisions of Chapter 605 and Chapter 607, Florida Statutes (the "Authorities"), **SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, INC.**, a Florida corporation (the "Disappearing Entity"), and **SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of 11:59 PM EST on December 29, 2014, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. The Plan of Merger was approved and adopted by the sole member and managers of the Surviving Entity by written consent effective as of December 29, 2014, and approved by the sole shareholder and directors of the Disappearing Entity by written consent effective as of December 29, 2014. The Plan of Merger has been approved in accordance with the applicable provisions of Florida Law.

3. The merger shall become effective as of the date these Articles of Merger are filed by the Florida Department of State Division of Corporations.

4. The Articles of Organization of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Chapter 605, Florida Statutes.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

DISAPPEARING ENTITY:

SENIOR ADVANTAGES ASSISTED
LIVING PLACEMENT SERVICES, INC., a
Florida corporation

By: 

Claudia Wechter, President

SURVIVING ENTITY:

SENIOR ADVANTAGES ASSISTED
LIVING PLACEMENT SERVICES, LLC, a
Florida limited liability company

By: 

Gary R. Loffredo, CEO

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EXHIBIT A

PLAN OF MERGER

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of December 29, 2014, is by and between **Senior Advantages Assisted Living Placement Services, Inc.**, a Florida corporation (the "Disappearing Entity") and **Senior Advantages Assisted Living Placement Services, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole shareholder and directors of the Disappearing Entity and the sole member and managers of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 605 and Chapter 607, Florida Statutes, at the effective time of the merger (the "Effective Time"), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities".

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger.

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the shareholders, owners, officers, directors, members or managers of the Constituent Entities, the issued and outstanding capital stock of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested

in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

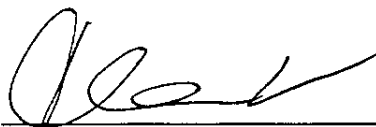
7. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

Senior Advantages Assisted Living Placement Services, Inc., a Florida corporation

By: 

Claudia Wechter, President

SURVIVING ENTITY:

Senior Advantages Assisted Living Placement Services, LLC, a Florida limited liability company

By: 

Gary R. Loffredo, CEO

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