

L68342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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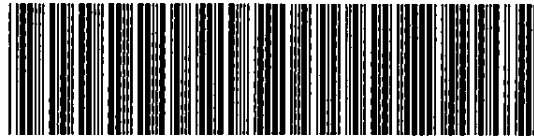
(Business Entity Name)

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2007 APR 23 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DoR
4/22/07

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICARE HEALTH SYSTEMS, INC.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Thomas C. Walt
(Contact Person)

Americare Health Systems, Inc.
(Firm/Company)

181 Linkside Dr.
(Address)

Ponte Vedra Beach, FL 32082
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael L. Harvey At (904) 242-8715
(Name of Contact Person) (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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

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First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Americare Health Systems, Inc.	Florida	L68342

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
APM Providers, Inc.	Florida	P99000017156
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 28, 2007 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
March 28, 2007 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Americare Health Systems, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AMP Providers, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

The articles of incorporation of the Surviving corporation, as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of the Surviving corporation.

The bylaws of the Surviving corporation, as in effect immediately prior to the effective date of the merger, shall remain the bylaws of the Surviving corporation.

The directors and officers of the Surviving corporation immediately prior to the effective date of the merger shall remain the directors and officers of the Surviving corporation.

Upon consummation of the merger, the Surviving corporation shall succeed, without other transfer, to all the rights and property of the Merging corporation and shall be subject to all the debts, liabilities, and obligations of the Merging corporation in the same manner as if incurred by the Surviving corporation.

All rights of creditors and all liens and trusts, if any, upon or arising from the property of the Surviving corporation and the Merging corporation shall be preserved unimpaired, provided that the liens and trust obligations upon property of a Merging corporation shall be limited to the property affected thereby immediately prior to the time the merger is effective.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Shares of the Merging corporation shall be cancelled and the shares of the Surviving corporation shall remain shares of the Surviving corporation.

Typed or Printed Name of Individual & Title

Thomas C. Walt, President

Cynthia D. Luman, President