

L91481

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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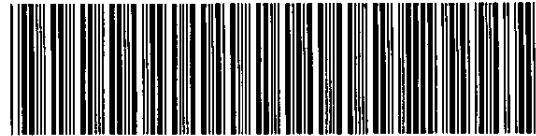
(Business Entity Name)

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Merger

1.

Baldwin Brothers Memorial Care Services, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2014

ATTN: GLINDA
CORPORATE ACCESS, INC.

SUBJECT: BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC.
Ref. Number: L91481

We have received your document for BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

The document is illegible and not acceptable for imaging.

We are enclosing a copy of the Florida Statute regarding the annual report requirements. Also, please remove the reference to Florida Statute number "608" and replace it with "605" and instead of "608.438" it should be replaced with "605.1025" since the new limited Liability Company Act went into effect 01/01/2014.

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

Letter Number: 314A00003170

Corrected

CERTIFICATE AND ARTICLES OF MERGER

The following Certificate and Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

1.

Name and Street Address:	Jurisdiction:	Entity Type:	Florida Document/Registration Number:
BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC. ONE NORTH CAUSEWAY NEW SMYRNA BEACH, FL 32169	FLORIDA	Corporation	L91481

2.

Name and Street Address:	Jurisdiction:	Entity Type:	Florida Document/Registration Number:
DOVE ACQUISITIONS, LLC ONE NORTH CAUSEWAY NEW SMYRNA BEACH, FL 32169	FLORIDA	Limited Liability Company	L13000124776

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address:	Jurisdiction:	Entity Type:	Florida Document/Registration Number:
BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC. ONE NORTH CAUSEWAY NEW SMYRNA BEACH, FL 32169	FLORIDA	Corporation	L91481

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608.

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

FIFTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

[The remainder of this page is blank intentionally; the signature page follows this page.]

IN WITNESS WHEREOF, the undersigned have executed the Certificate and Articles of Merger February 24, 2014.

**BALDWIN BROTHERS MEMORIAL
CARE SERVICES, INC.**

By: 

Name: Richard O. Baldwin, Jr.

Title: Chief Executive Officer

DOVE ACQUISITIONS, LLC

By: **BALDWIN BROTHERS**
MEMORIAL CARE SERVICES, INC.

By: 

Name: Richard O. Baldwin, Jr.

Title: Chief Executive Officer

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1108 and 608.4381, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC.	FLORIDA
DOVE ACQUISITIONS, LLC	FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BALDWIN BROTHERS MEMORIAL CARE SERVICES, INC.	FLORIDA

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

Upon the filing of the Articles of Merger in respect of the merger described herein (the "**Merger**") with the Secretary of State of the State of Florida (the "**Effective Time**"), Dove Acquisitions, LLC, a Florida limited liability company ("**Disappearing Entity**"), shall be merged with and into its sole member, Baldwin Brothers Memorial Care Services, Inc., a Florida corporation ("**Surviving Entity**"), upon which the separate existence of the Disappearing Member shall cease and the Surviving Entity shall be the surviving entity of the Merger. Without limiting the generality of the foregoing, at the Effective Time of the Merger, all the properties, rights, privileges, powers and franchises of the Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities, restrictions, disabilities and duties of the Disappearing Entity shall become the debts, liabilities, restrictions, disabilities and duties of the Surviving Entity.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

As a merger of a wholly-owned subsidiary, a Florida limited liability company, into its sole member, a Florida corporation, all of the interests, shares, obligations or other securities of the Disappearing Entity shall be terminated, null and void and of no force or effect, and the interests, shares, obligations or other securities of the Surviving Entity shall continue in full force and effect, unchanged or otherwise impacted by the Merger.

[The remainder of this page is blank intentionally; the signature page follows this page.]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger February 24, 2014.

**BALDWIN BROTHERS MEMORIAL
CARE SERVICES, INC.**

By: 

Name: Richard O. Baldwin, Jr.

Title: Chief Executive Officer

DOVE ACQUISITIONS, LLC
By: **BALDWIN BROTHERS**
MEMORIAL CARE SERVICES, INC.

By: 

Name: Richard O. Baldwin, Jr.

Title: Chief Executive Officer