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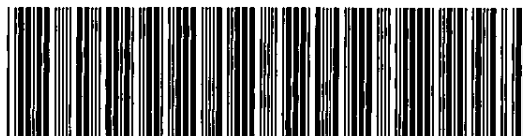
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**EXAMINER**



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12/28/07--01038--018 \*\*78.75

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TALLAHASSEE, FLORIDA

RECEIVED DATE  
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& MARTIN**  
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December 27, 2007

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Amendment Section - Division of Corporations  
Clifton Building - 2661 Executive Center Circle  
Tallahassee, Florida 32301


**Re: Merger of Lewisville Estates, LLC into Senior Housing Services, Inc.**

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of Lewisville Estates, LLC with and into Senior Housing Services, Inc. with the Plan of Merger attached as Exhibit A. I have also enclosed your Cover Letter and our check in the amount of \$78.75 (\$35.00 for the merging entity and \$35.00 for the surviving entity), plus \$8.75 for a certified copy of the merger.

Please return the certified document to me in the Federal Express envelope I have enclosed for your convenience. If you have any questions regarding this filing, please contact me at (404) 962-6150.

Best Regards,

  
Joyce Simoneau  
Paralegal

/js  
Enclosures

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Senior Housing Services, 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:

Joyce Simoneau, Paralegal  
(Contact Person)

Miller & Martin PLLC  
(Firm/Company)

1170 Peachtree Street NE, Suite 800  
(Address)

Atlanta, GA 30309  
(City/State and Zip Code)

For further information concerning this matter, please call:

David Flanigan At ( 404 ) 962-6454  
(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

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**LEWISVILLE ESTATES, LLC**  
**WITH AND INTO**  
**SENIOR HOUSING SERVICES, INC.**

n00-4180

1.

Lewisville Estates, LLC, a Delaware limited liability company, is merging with and into Senior Housing Services, Inc., a Florida not for profit corporation. The name of the surviving corporation is Senior Housing Services, Inc.

2.

The plan of merger is attached hereto as Exhibit A.

3.

The plan of merger was approved by Senior Housing Services, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act and the Florida Not For Profit Corporation Act.

4.

The plan of merger was approved by Lewisville Estates, LLC in accordance with the applicable laws of the State of Delaware.

5.

The merger will be effective for all purposes at 11:59:59 p.m. on December 31, 2007.

**IN WITNESS WHEREOF**, these Articles of Merger have been duly executed by the surviving corporation, and by the other business entities that are party to the merger, as of December 26, 2007.

**Senior Housing Services, Inc.**

By: Charles S. Howard  
Charles S. Howard, President

**Lewisville Estates, LLC**

By: Senior Housing Services, Inc., its sole member

By: Charles S. Howard  
Charles S. Howard, President

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SECRETARY OF STATE

EFFECTIVE DATE  
12-31-07

**Exhibit A**  
**Plan of Merger**

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**

**OF**

**LEWISVILLE ESTATES, LLC,**

**WITH AND INTO**

**SENIOR HOUSING SERVICES, INC.**

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2007 DEC 28 AM 11:02  
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TALLAHASSEE, FLORIDA

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan") is made and entered into as of December 26, 2007, by and between **Lewisville Estates, LLC**, a Delaware limited liability company (the "Nonsurviving Entity"), and **Senior Housing Services, Inc.**, a Florida not for profit corporation and the sole member of the Nonsurviving Entity (the "Surviving Entity"). The Nonsurviving Entity and the Surviving Entity are hereinafter sometimes collectively referred to as the "Constituent Entities".

**WHEREAS**, the laws of the State of Delaware and the State of Florida permit a merger of the Constituent Entities; and

**WHEREAS**, the sole member of the Nonsurviving Entity, and the directors of the Surviving Entity, have determined that it is advisable and for the benefit of each of the Constituent Entities and their respective members that the Nonsurviving Entity be merged with and into the Surviving Entity on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Plan.

**NOW, THEREFORE**, for and in consideration of the premises, the mutual agreements, promises and covenants contained herein, and all other consideration, the receipt and legal sufficiency of which are hereby acknowledged, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Delaware and the State of Florida, that the Nonsurviving Entity shall be, at the Effective Time (as hereinafter defined), merged with and into the Surviving Entity, with the existence of the Surviving Entity to be continued under the name **Senior Housing Services, Inc.**, and that the terms and conditions of the merger hereby agreed upon are and shall be as follows:

**SECTION 1. MERGER**

1.1 At the Effective Time, the Nonsurviving Entity shall be merged with and into the Surviving Entity, the separate existence of the Nonsurviving Entity shall cease, the Surviving Entity shall continue in existence, and the merger shall in all respects have the effect provided for in Section 18-209 of the Delaware Limited Liability Company Act, and in Section 607.11101 of the Florida Business Corporation Act.

1.2 Without limiting the foregoing, from and after the Effective Time, the separate existence of the Nonsurviving Entity shall cease, and, in accordance with the terms of this Plan, the title to all property owned by each of the Constituent Entities shall be vested in the Surviving Entity without reversion or impairment; the Surviving Entity shall have all liabilities of each of the Constituent Entities; and any proceeding pending against any Constituent Entity may be continued as if the merger did not occur, or the Surviving Entity may be substituted in the proceeding for the Nonsurviving Entity.

1.3 The Constituent Entities shall take all such actions as shall be necessary or appropriate in order to effectuate the merger. If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law or any other actions are necessary, appropriate or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Nonsurviving Entity, the last acting officers or agents of the Nonsurviving Entity, or the corresponding officers of the Surviving Entity, shall execute and make all such proper assignments and assurances and shall take all actions necessary and proper to vest title in such property or rights in the Surviving Entity, and shall otherwise carry out the purposes of this Plan.

## **SECTION 2. TERMS OF TRANSACTION**

2.1 The Constituent Entities agree to effect the merger in accordance with the applicable provisions of the laws of the State of Delaware and the State of Florida.

2.2 A Certificate of Merger and Articles of Merger, as applicable, suitable for filing with the Secretary of State of the State of Delaware and the Department of State of the State of Florida (each a "**Certificate of Merger**"), have been duly prepared, authorized, approved and executed by the Constituent Entities and are herewith being delivered to the Secretary of State of the State of Delaware and the Department of State of the State of Florida for filing in such offices as provided in Section 18-209 of the Delaware Limited Liability Company Act, and as provided in Section 607.1109 of the Florida Business Corporation Act and Section 617.1108 of the Florida Not For Profit Corporation Act.

2.3 The merger shall become effective for all purposes upon the last to occur of (i) the filing of the last Certificate of Merger to be filed, and (ii) 11:59:59 p.m. on December 31, 2007 (the "**Effective Time**").

2.4 The Surviving Entity is a Florida not for profit corporation without members. The membership interests of the Nonsurviving Entity shall be cancelled as a result of the consummation of the merger.

## **SECTION 3. OFFICERS AND DIRECTORS**

The persons who are the officers and directors of the Surviving Entity immediately prior to the Effective Time shall continue be the officers and directors of the Surviving Entity after the Effective Time. The Nonsurviving Entity is managed by the Surviving Entity as its sole member, and the Nonsurviving Entity has no officers, managers or directors.

## **SECTION 4. ARTICLES OF INCORPORATION AND BYLAWS**

From and after the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Entity, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation and Bylaws of the Surviving Entity, and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

## **SECTION 5. APPROVAL**

This Plan shall be submitted for approval to the Board of Directors of the Surviving Entity, and to the sole member of the Nonsurviving Entity, as provided by the applicable laws of the State of Delaware and the State of Florida. If this Plan is duly authorized and adopted by the requisite votes or written consents of such directors and member and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, the Certificates of Merger shall be filed in accordance with the laws of the States of Delaware and Florida, as soon as practicable after the date hereof. The applicable and proper member, directors and officers of the Constituent Entities are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the merger herein provided for.

## **SECTION 6. TERMINATION**

At any time prior to the Effective Time, the sole member of the Nonsurviving Entity or the Board of Directors of the Surviving Entity may terminate and abandon this Plan, notwithstanding the earlier approval by such member and Board of Directors.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Constituent Entities have executed this Plan effective as of the day and year first above written.

**Senior Housing Services, Inc.**

By: Charles S. Howard  
Charles S. Howard, President

**Lewisville Estates, LLC**

By: Senior Housing Services, Inc., its sole member

By: Charles S. Howard  
Charles S. Howard, President

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