

103000000447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 05 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: C.A.R.E.S. Helps, Inc.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Mitchell E. Wallick
(Contact Person)

C.A.R.E.S. Helps, Inc.
(Firm/Company)

321 Northlake Blvd, Suite 102
(Address)

North Palm Beach, FL 33408
(City, State and Zip Code)

For further information concerning this matter, please call:

Mitchell E. Wallick at (561) 494-0866
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 23, 2009

MITCHELL WALLICK
321 NORTH LAKE BLVD. #102
NORTH PALM BEACH, FL 33408

SUBJECT: C.A.R.E.S. HELPS INC.
Ref. Number: N03000000447

We have received your document for C.A.R.E.S. HELPS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$25.00.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 609A00013671

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TALLAHASSEE, FLORIDA

**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>
C.A.R.E.S. Helps, Inc	Florida	Non-Profit
Care Sober Living of Broward LLC	Florida	LLC
		LO9000013190

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>
C.A.R.E.S. Helps, Inc	Florida	Non-Profit

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 620, Florida Statutes.

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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:

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:

321 Northlake Blvd.
Suite 102
North Palm Beach, FL 33408

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 which such members are entitled to 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:

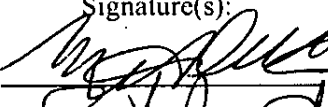

Street address: 321 Northlake Blvd.
Suite 102
North Palm Beach, FL 33408

Mailing address: 8358 W. Oakland Park Blvd.
Suite 302
Sunrise, FL 33351

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TALLAHASSEE, FLORIDA

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:
CARES Helps, Inc		Mitchell E. Walliac
CARE Sobel Living of Broward, LLC		Roy Schwartz

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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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>
C.A.R.E.S. Helps Inc	Florida	Non-Profit
CARE Sober Living of Broward, 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>
CARES Helps Inc	Florida	Non-Profit

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

All operations of CARE Sober Living and of Broward, LLC shall be turned over to C.A.R.E.S. Helps Inc and CARE Sober Living or Broward shall stop operations effective this date.

Add: To operate, lease, establish sober living homes for supportive housing of persons using 12 step programs or with disabilities.

(Attach additional sheet if necessary)

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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:

All assets and liabilities of CARE Sober Living of Broward County are assumed by CARES Helps and CARE Sober Living of Broward County shall be dissolved.

(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:

All assets are donated to CARES Helps

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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