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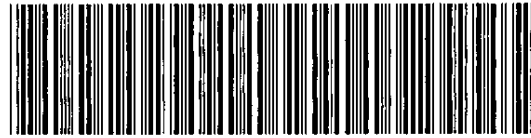
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JUL - 1 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 431427 7132640
AUTHORIZATION :
COST LIMIT : \$PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUN 30 PM 12:19

ORDER DATE : June 29, 2010
ORDER TIME : 11:14 AM
ORDER NO. : 431427-010
CUSTOMER NO: 7132640

ARTICLES OF MERGER

SOLUTIONS FOR ADMINISTRATIVE
SERVICES, LLC

INTO

SOLUTIONS FOR ADMINISTRATIVE
SERVICES, INC.

7-14
2nd

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 2933

EXAMINER'S INITIALS: _____

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10 JUN 30 PM 12:19

ARTICLES OF MERGER
OF
SOLUTIONS FOR ADMINISTRATIVE SERVICES, LLC
INTO
SOLUTIONS FOR ADMINISTRATIVE SERVICES, INC.

L1000060 14956

In compliance with the requirements of Florida law, including without limitation, Chapters 608 and 617, Florida Statutes, the undersigned, desiring to effect a merger, hereby certify as follows:

ARTICLE I

MERGING ENTITY

The name, entity type, and jurisdiction of the merging entity are as follows:

Solutions for Administrative Services, LLC, a Florida limited liability company
("Merging Entity")

ARTICLE II

SURVIVING ENTITY

The name, entity type, and jurisdiction of the surviving entity are as follows:

Solutions for Administrative Services, Inc., a Florida not for profit corporation
("Surviving Entity")

ARTICLE III

PLAN OF MERGER

The plan and agreement of merger attached as Exhibit A ("Plan of Merger") was approved by the Merging Entity and Surviving Entity in accordance with the applicable provisions of Chapter 608 and 617, Florida Statutes. The Plan of Merger was adopted and approved by the Permanent Members of the Merging Entity in accord with Chapter 608 on June 30, 2010. The Plan of Merger was adopted and approved by the Members of the Surviving Entity in accord with Chapter 617 on June 30, 2010. All votes cast in favor of the Plan of Merger by the Merging Entity and Surviving Entity were unanimous and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

ARTICLE IV

EFFECTIVE DATE

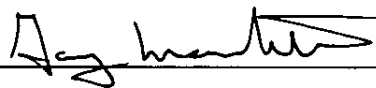
The effective date of the merger shall be the date of filing these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, each of the undersigned entities has caused these Articles of Merger to be signed by a duly authorized officer this 29 day of June, 2010.

SOLUTIONS FOR ADMINISTRATIVE
SERVICES, LLC

By: 
Gary MacMath, Administrative Manager

SOLUTIONS FOR ADMINISTRATIVE
SERVICES, INC.

By: 
GARY MAC MATH,
President

**UNANIMOUS WRITTEN CONSENT OF
ALL OF THE MEMBERS OF
SOLUTIONS FOR ADMINISTRATIVE SERVICES, LLC
IN LIEU OF A SPECIAL MEETING**

Pursuant to Section 608.4231 of the Florida Limited Liability Company Act, the undersigned, being all of the Members of Solutions for Administrative Services, LLC, a Florida limited liability company, (the "LLC") hereby take the following actions by written consent in lieu of holding a special meeting:

WHEREAS, the LLC has two Members: Boley Centers, Inc., a Florida not for profit corporation, and Operation Par, Inc., a Florida not for profit corporation (collectively, the "Members"); and

WHEREAS, after careful consideration the Members have agreed that is in the best interest of the LLC to merge with Solutions for Administrative Services, Inc., a Florida not for profit corporation (the "Corporation") and to adopt a Plan and Agreement of Merger (the "Plan"), substantially in the form attached hereto as Exhibit A and to file Articles of Merger (the "Articles") with the Florida Department of State, substantially in the form attached hereto as Exhibit B; and

WHEREAS, the Members have agreed that the Corporation will be the surviving entity; and

WHEREAS, the Members hereby certify that each entity which is a Member of the LLC has obtained from its governing body the necessary authorization and approval to: (a) perform such acts relating to the merger of the LLC with the Corporation; (b) adopt the Plan; and (c) file the Articles with the Florida Department of State.

NOW THEREFORE,

1. **BE IT RESOLVED**, that the Members hereby consent to the merger of the LLC with the Corporation pursuant to the terms and conditions of this Unanimous Written Consent of all of the Members; and be it

2. **FURTHER RESOLVED**, that the Plan is hereby adopted; and be it

3. **FURTHER RESOLVED**, that the Members hereby authorize and approve the execution of the Articles and the delivery of the Articles to the Florida Department of State for filing; and be it


4. **FURTHER RESOLVED**, that the Members mutually agree to take any and all actions deemed necessary or desirable to effectuate the Plan; and be it

5. **FURTHER RESOLVED**, that the Members of the LLC hereby authorize and direct the Administrative Manager of the LLC to cause the Articles to be filed with the Florida Department of State, and to take any other action necessary and desirable to effectuate the Plan; and be it


6. **FURTHER RESOLVED**, that this written consent may be executed in counterparts.

29 IN WITNESS WHEREOF, the undersigned have executed this Consent as of this day of June, 2010.


Solutions for Administrative Services, LLC,
a Florida limited liability company

By: 
GARY MACMAHON its Admin. Mgr.

Boley Centers, Inc.,
a Florida not for profit corporation

By: 
GARY MACMAHON its Pres. CEO

Operation Par, Inc.,
a Florida not for profit corporation

By: 
NANCY HAMILTON its President/CEO

**UNANIMOUS WRITTEN CONSENT OF
ALL OF THE MEMBERS OF
SOLUTIONS FOR ADMINISTRATIVE SERVICES, INC.
IN LIEU OF A SPECIAL MEETING**

Pursuant to Sections 617.0701 and 617.0821 of the Florida Statutes, the undersigned, being all of the Members of Solutions for Administrative Services, Inc., a Florida not for profit corporation (the "Corporation"), hereby take the following actions by written consent in lieu of holding a special meeting:

WHEREAS, the Corporation has two Members: Boley Centers, Inc., a Florida not for profit corporation, and Operation Par, Inc., a Florida not for profit corporation (collectively, the "Members"); and

WHEREAS, after careful consideration the Members have agreed that is in the best interest of the Corporation to merge with Solutions for Administrative Services, LLC, a Florida limited liability company (the "LLC") and to adopt a Plan and Agreement of Merger (the "Plan"), substantially in the form attached hereto as Exhibit A and to file Articles of Merger (the "Articles") with the Florida Department of State, substantially in the form attached hereto as Exhibit B; and

WHEREAS, the Members have agreed that the Corporation will be the surviving entity; and

WHEREAS, the Members hereby certify that each entity which is a Member of the Corporation has obtained from its governing body the necessary authorization and approval to: (a) perform such acts relating to the merger of the Corporation with the LLC; (b) adopt the Plan; and (c) file the Articles with the Florida Department of State, Division of Corporations.

NOW THEREFORE,

1. **BE IT RESOLVED**, that the Members hereby consent to the merger of the Corporation with the LLC pursuant to the terms and conditions of this Unanimous Written Consent of all of the Members; and be it

2. **FURTHER RESOLVED**, that the Plan is hereby adopted; and be it

3. **FURTHER RESOLVED**, that the Members hereby authorize and approve the execution of the Articles and the delivery of the Articles to the Florida Department of State for filing; and be it


4. **FURTHER RESOLVED**, that the Members mutually agree to take any and all actions deemed necessary or desirable to effectuate the Plan; and be it

5. **FURTHER RESOLVED**, that the Members of the Corporation hereby authorize and direct the President of the Corporation to cause the Articles to be filed with the Florida Department of State, and to take any other action necessary and desirable to effectuate the Plan; and be it


6. **FURTHER RESOLVED**, that this written consent may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of this 29 day of JUNE, 2010.

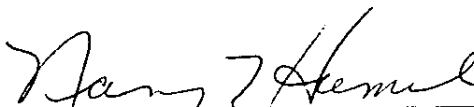
Solutions for Administrative Services, Inc.,
a not for profit corporation

By: 
GAY MACNAMARA its Pres. CEO

Boley Centers, Inc.,
a Florida not for profit corporation

By: 
GAY MACNAMARA its Pres. CEO

Operation Par, Inc.,
a Florida not for profit corporation

By: 
NANCY HAMILTON its PRESIDENT/CEO

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 30 day of JUNE 2010, by and between Solutions for Administrative Services, LLC, a Florida limited liability company (the "Merging Entity") and Solutions for Administrative Services, Inc., a Florida not for profit corporation (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Entity was formed on February 9, 2010 by the filing of Articles of Organization with the Florida Department of State;

WHEREAS, the Surviving Entity was formed on June 30, 2010, by the filing of Articles of Incorporation with the Florida Department of State;

WHEREAS, the Merging Entity and Surviving Entity deem it advisable and in their respective best interests that the Merging Entity be merged with and into the Surviving Entity.

NOW, THEREFORE, for and in consideration of the covenants and agreements contained in this Agreement, and other good and valuable consideration, the sufficiency which is acknowledged, the parties hereto agree as follows:

ARTICLE I

MERGING ENTITY

The name, entity type, and jurisdiction of the Merging Entity are as follows:

Solutions for Administrative Services, LLC, a Florida limited liability company

ARTICLE II

SURVIVING ENTITY

The name, entity type, and jurisdiction of the Surviving Entity are as follows:

Solutions for Administrative Services, Inc., a Florida not for profit corporation

ARTICLE III

TERMS AND CONDITIONS OF MERGER

This Agreement has been adopted and approved by the Merging Entity pursuant to Chapter 608, Florida Statutes, and by the Surviving Entity pursuant to Chapter 617, Florida Statutes. The terms and conditions of the merger are as follows:

- a) Merger. Merging Entity shall be merged with and into Surviving Entity which shall survive the merger and continue to operate as a Florida not for profit corporation. Effective with the merger, the separate existence and organization of the Merging Entity shall cease and all rights, privileges, immunities, and powers of the Merging Entity, and all assets and property of every description, whether real, personal, and mixed and every interest therein of the Merging Entity, and all obligations belonging or due to the Merging Entity on whatever account, and all debts, obligations, liabilities, and duties of the Merging Entity shall be vested in the Surviving Entity by operation of law and without further act or deed.
- b) Name. The name of the Surviving Entity shall be Solutions for Administrative Services, Inc.
- c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Entity as existing on the effective date of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Entity and shall continue in full force and effect until altered, amended or repealed, as provided in such Articles of Incorporation, Bylaws or applicable law.
- d) Effective Time. The merger shall be effective upon the filing of Articles of Incorporation with the Florida Department of State.
- e) Continuation of Tax Exempt Purpose. At the effective time of the merger, the Surviving Entity shall use or direct for its use all assets of the Merging Entity for the continuation of charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- f) Further Assurances. From time to time, as and when requested by the Surviving Entity or by its successors, the officers and directors of the Surviving Entity in office at the effective time of the merger are hereby fully authorized to, and shall execute and deliver, such instruments and shall take or cause to be taken such further or other action as shall be necessary in order to vest or perfect in the Surviving Entity, or to confirm of record or otherwise, title to, and possession of, all assets, property, interests, rights, privileges, immunities and powers of the Surviving Entity and otherwise to carry out the purposes of this Agreement.
- g) Termination. At any time prior to the effective time, this Agreement may be terminated by the parties and the merger abandoned.

ARTICLE IV

CONVERSION OF INTERESTS

The manner and basis of converting the fifty percent (50%) membership interests of the two permanent members of the Merging Entity into membership interests of the Surviving Entity are as follows:

- a) 50% of the membership rights and interests in the Surviving Entity shall be held by the following permanent member of the Merging Entity:

Boley Centers, Inc.
455 31st Street North
St. Petersburg, FL 33713; and

- b) 50% of the membership rights and interests in Surviving Entity shall be held by the following permanent member of the Merging Entity:

Operation Par, Inc.
6655 66th Street North
Pinellas Park, FL 33781

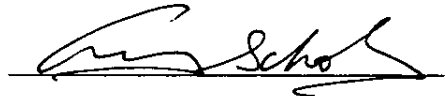
ARTICLE V

INTERPRETATION AND ENFORCEMENT


This Agreement contains the entire agreement between the parties with respect to the contemplated merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original for all purposes, but such counterparts taken together shall constitute one and the same instrument. This Agreement shall be construed in accordance with the laws of the State of Florida without regard to its conflict of laws principles.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties have executed this Agreement to be effective as of the date first referenced above.

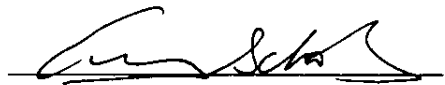
ATTEST:



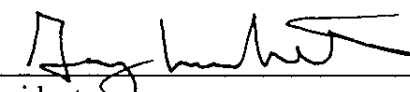
SOLUTIONS FOR ADMINISTRATIVE
SERVICES, LLC, a Florida limited liability

By: 
Administrative Manager

ATTEST:



SOLUTIONS FOR ADMINISTRATIVE
SERVICES, INC., a Florida not for profit
corporation

By: 
President