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*Merger
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*Effective date
1-1-07*

FILED
2006 DEC 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Federal Express
8580-9085-0322

December 20, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

Re: **Articles of Merger**
Sunbelt Living Center/Apopka, Inc.
(A Florida Nonprofit Corporation)
Apopka Health Care Properties, Inc.
(A Georgia Nonprofit Corporation)

Dear Sir:

Enclosed please find the Articles of Merger and the Plan of Merger entered into between the above referenced not for profit corporations together with our check in the amount of \$78.75 which we understand is the fee for filing the enclosures and returning a certified copy to our attention.

We would appreciate receiving the recorded documents via Federal Express. A completed airbill is enclosed for this purpose. Should you have any questions, please give us a call at 407-975-1413.

Sincerely,

A handwritten signature in cursive script, appearing to read "T.L. Trimble".

T.L. Trimble, Vice President
Legal Services

TLT/mkl
Enclosures

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ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act and Section 14-31106 of the Georgia Nonprofit Corporation Code, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

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TALLAHASSEE, FLORIDA

1. The names of the undersigned corporations and the States and the laws of which they are respectively organized are:

| <u>Name of Corporation</u> | <u>State</u> |
|--|--------------|
| South Central Nursing Homes of Zephyrhills, Inc. | Florida |
| South Pasco Health Care Properties, Inc. | Georgia |

2. The laws of the State under which such foreign nonprofit corporation is organized permit such Merger.

3. The name of the surviving nonprofit corporation is South Pasco Health Care Properties, Inc. and it is governed by the laws of the State of Georgia. The merger shall be effective at 12:00:01 a.m. on January 1, 2007.

4. The Plan of Merger was approved in the manner prescribed by the Florida Not-for-Profit Corporation Act and in the manner prescribed by the Georgia Nonprofit Corporation Code.

5. As to the undersigned corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the members and the Board of Directors on April 19, 2005, and the merger received the vote of not less than 2/3^{rds} of the members and a majority of the directors then in office.

6. As to the undersigned corporation domesticated in Georgia, the Plan of Merger was adopted in the following manner: At a meeting of the members and the Board of Directors on August 17 and August 16, respectively, of 2006, and the merger received the vote of not less than 2/3^{rds} of the members and a majority of the directors then in office.

7. South Pasco Health Care Properties, Inc., the surviving corporation hereby: (a) agrees that it may be served by process in the State of Florida in any proceeding for the enforcement of any obligation of South Central Nursing Homes of Zephyrhills, Inc.; and (b) irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such proceeding.

**SOUTH CENTRAL NURSING HOMES
OF ZEPHYRHILLS, INC.**

By: Vann Camp
Its: President
Print Name: Vann Camp

SOUTH PASCO HEALTH CARE PROPERTIES, INC.

By: Michelle Lettus
Its: President
Print Name: Michelle Lettus

PLAN OF MERGER

This Plan of Merger is made by and between **SOUTH CENTRAL NURSING HOMES OF ZEPHYRHILLS, INC.**, a Florida not-for-profit corporation, and **SOUTH PASCO HEALTH CARE PROPERTIES, INC.**, a Georgia nonprofit corporation, hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that South Central Nursing Homes of Zephyrhills, Inc. (the "Disappearing Corporation") be merged into South Pasco Health Care Properties, Inc. (the "Surviving Corporation") in the manner provided therefore pursuant to Section 14-3-1106 of the Official Code of Georgia and Section 617.1107 of the Florida Not-for-Profit Corporation Act.
- B. The membership of each of the Constituent Corporations has approved the merger.
- C. The respective Board of Directors of each of the Constituent Corporations and the Membership of the Constituent Corporations have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1. *Agreement to Merge.* The Constituent Corporations hereby agree that South Central Nursing Homes of Zephyrhills, Inc., the Disappearing Corporation, shall be merged into South Pasco Health Care Properties, Inc., the Surviving Corporation.
2. *Name of Merged Corporation.* The name of the Surviving Corporation shall be South Pasco Health Care Properties, Inc.
3. *Principal Office of Surviving Corporation.* The principal office of the Surviving Corporation shall be

located at 3949 South Cobb Drive, Smyrna, Cobb County, Georgia 30080.

4. *Purpose of Surviving Corporation.* The purpose of the Surviving Corporation is to engage in any lawful acts or activities for which such corporation may be formed under Chapter 14-3-101 of the Official Code of Georgia.

5. *Board of Directors of Surviving Corporation.* The Board of Directors of the Surviving Corporation shall be the individuals who are the current members of the Board of Directors of South Pasco Health Care Properties, Inc.

6. *Registered Agent of Surviving Corporation.* The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against South Central Nursing Homes of Zephyrhills, Inc. or South Pasco Health Care Properties, Inc. may be served: Carol Hazen, 3949 S. Cobb Drive, Smyrna, GA 30080.

7. *Assets of Disappearing Corporation.* All property, real, person and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to South Central Nursing Homes of Zephyrhills, Inc. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason or such merger.

8. *Liabilities of Disappearing Corporation.* The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against South Central Nursing Homes of Zephyrhills, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

9. *Articles of Incorporation of Surviving Corporation; Membership Interests.* The Articles of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content.

There shall be no change in the membership interests of the Surviving Corporation.

10. *Bylaws of Surviving Corporation.* The Bylaws of the Surviving Corporation shall continue in its present form and content to be the Bylaws of the Surviving Corporation.

11. *Effective Date of Agreement.* This Plan of Merger shall become effective as of 12:00:01 a.m., January 1, 2007.

12. *Officers of Surviving Corporation.* On the effective date of the merger, the officers of the Surviving Corporation shall continue in their present offices to serve in such capacities until the next regularly scheduled election or until their successors shall be elected and shall qualify:

| | |
|------------------------|---------------------|
| Chairman | Robert Henderschedt |
| President | Michelle Fetters |
| Secretary | Thomas G. Evans |
| Treasurer | Vacant |
| Assistant Secretaries: | Lynn Addiscott |
| | L. Mark Block |
| | Ariel De Prada |
| | Gary C. Skilton |
| | Terry D. Shaw |

13. *Employees of Disappearing Corporation.* The Disappearing Corporation has no employees.

14. *Management Decisions by Board of Directors of Surviving Corporation.* Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

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