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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/29/06



Federal Express
8580-9085-0594

December 20, 2006

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

Re: **Articles of Merger**
Sunbelt Living Center/East Orlando, Inc.
(A Florida Nonprofit Corporation)
Chickasaw 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 dark ink, appearing to read "T.L. Trimble", written over a horizontal line.

T.L. Trimble, Vice President
Legal Services

TLT/mkl
Enclosures

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ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

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Pursuant to the provisions of Section 617.1107, SECRETARY OF STATE
Florida Not For Profit Corporation Act and Section 14-5-
1106 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.

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> |
|--|--------------|
| Sunbelt Living Center/East Orlando, Inc. | Florida |
| Chickasaw 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
Chickasaw 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 August 17 and August 16, respectively, of
2006, and the merger received the vote of not less than
2/3rds 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
2/3rds of the members and a majority of the directors then
in office.

7. Chickasaw 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 Sunbelt Living Center/East Orlando, Inc.; and (b) irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such proceeding.

SUNBELT LIVING CENTER/EAST ORLANDO, INC.

By: Robert Henderschedt
Its: Chairman
Print Name: Robert Henderschedt

CHICKASAW HEALTH CARE PROPERTIES, INC.

By: Michelle Feters
Its: President
Print Name: Michelle Feters

PLAN OF MERGER

This Plan of Merger is made by and between **SUNBELT LIVING CENTER/EAST ORLANDO, INC.**, a Florida not-for-profit corporation, and **CHICKASAW 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 Sunbelt Living Center/East Orlando, Inc. (the "Disappearing Corporation") be merged into Chickasaw 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 Sunbelt Living Center/East Orlando, Inc., the Disappearing Corporation, shall be merged into Chickasaw Health Care Properties, Inc., the Surviving Corporation.

2. *Name of Merged Corporation.* The name of the Surviving Corporation shall be Chickasaw 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 Chickasaw 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 Sunbelt Living Center/East Orlando, Inc. or Chickasaw 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 Sunbelt Living Center/East Orlando, 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 Sunbelt Living Center/East Orlando, 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 Feters |
| 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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