

N98000002174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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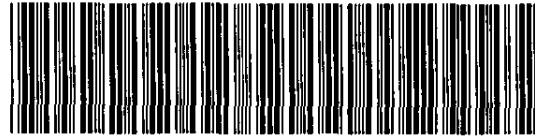
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/27/12 AM 10:13

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12 SEP 27 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 28 2012

EXAMINER

EFFECTIVE DATE 10/01/12

GRAY ROBINSON
ATTORNEYS AT LAW

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TAMPA

September 27, 2012

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles and Certificate of Merger of LTRS HOLDINGS, LLC and
LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP
into COMMUNITY SUPPORTS, INC.
Our File No. 5272-38

To Whom It May Concern:

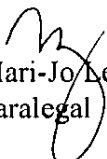
Enclosed for filing, please find an original and two copies of **ARTICLES AND CERTIFICATE OF MERGER of LTRS HOLDINGS, LLC and LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP into COMMUNITY SUPPORTS, INC.**

**** Please note the effective date of this merger is October 1, 2012. ****

Please **FILE THE ORIGINAL, ISSUE A CERTIFIED COPY, and date-stamp the second copy of these Articles.** A check in the amount of \$113.75 is enclosed.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

527238 - # 5324887 v1

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TALLAHASSEE, FLORIDA

ARTICLES AND CERTIFICATE OF MERGER

Merging Each Of
LTRS HOLDINGS, LLC
And
LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP
With And Into
COMMUNITY SUPPORTS, INC.

These Articles and Certificate of Merger are submitted in order to merge the Merging Entities (as defined below) into the Survivor (as defined below), in accordance with Sections 617.0302, 617.1105, 617.1106 and 617.1108 of the Florida Not for Profit Corporation Act, and further in accordance with Sections 608.438, 608.4382 and 608.4383 of the Florida Limited Liability Company Act and Sections 620.2106, 620.2108 and 620.2109 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Merger"): RECEIVED
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ARTICLE I

The exact name, type of entity and jurisdiction for each merging party (the "Merging Entities") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LTRS HOLDINGS, LLC LD4000091007	Florida	Limited Liability Company
LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP AD4000001999	Florida	Limited Liability Limited Partnership

ARTICLE II

The exact name, type of entity and jurisdiction for the surviving party (the "Survivor") as follows: 12 SEP 27 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
COMMUNITY SUPPORTS, INC. N98000002174	Florida	Not for Profit Corporation

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ARTICLE III

The Plan of Merger pursuant to which the Merging Entities shall be merged with and into the Survivor (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

EFFECTIVE DATE 10/01/12

ARTICLE IV

The effective date of the Merger shall be October 1, 2012.

ARTICLE V

The attached Plan of Merger was approved by each domestic corporation, each domestic limited liability company and each domestic limited liability limited partnership that is a party to the Merger in accordance with the applicable provisions of the Florida Not for Profit Corporation Act, the Florida Limited Liability Company Act, and the Florida Revised Uniform Limited Partnership Act of 2005.

[Remainder of page intentionally left blank - - signature page follows]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles and Certificate of Merger are executed this
26th day of September, 2012.

SURVIVOR:

**COMMUNITY SUPPORTS, INC.,
a Florida not-for-profit corporation**

By: Terry Bangs
Name: Terry Bangs
Title: CEO/President

MERGING ENTITIES:

**LAKEVIEW TERRACE RETIREMENT
SERVICES, LLLP, a Florida limited
liability limited partnership**

**By: COMMUNITY SUPPORTS, INC.,
its sole General Partner**

By: Terry Bangs
Name: Terry Bangs
Title: CEO/President

**LTRS HOLDINGS, LLC, a Florida
limited liability company**

**By: COMMUNITY SUPPORTS, INC.,
its sole member**

By: Terry Bangs
Name: Terry Bangs
Title: CEO/President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 SEP 27 AM 9:57

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EXHIBIT A

PLAN OF MERGER

Merging Each Of
LTRS HOLDINGS, LLC

And

LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP

With And Into

COMMUNITY SUPPORTS, INC.

The following Plan of Merger was adopted and approved by:

- (i) The Board of Directors of each not for profit corporation party to the merger, in accordance with Sections 617.1103 and 617.1108, *Florida Statutes*,
- (ii) All of the members of each member-managed limited liability company party to the merger, in accordance with Section 608.4381, *Florida Statutes*, and
- (iii) All general partners and limited partners of each limited liability limited partnership party to the merger, in accordance with Section 620.2107, *Florida Statutes*,

and is being submitted in accordance with the relevant provisions of the Florida Not for Profit Corporation Act (the "Corporation Act"), the Florida Limited Liability Company Act (the "LLC Act"), and the Florida Revised Uniform Limited Partnership Act of 2005 (the "LLP Act") and together with the Corporation Act and the LLC Act, the "Acts").

ARTICLE 1

The exact name, type of entity and jurisdiction of each **merging** party is as follows: (the "Merging Entities"): 12 SEP 27 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LTRS HOLDINGS, LLC	Florida	Limited Liability Company
LAKEVIEW TERRACE RETIREMENT SERVICES, LLLP	Florida	Limited Liability Limited Partnership

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ARTICLE 2

The exact name, type of entity and jurisdiction of the surviving entity is as follows (the "Survivor"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
COMMUNITY SUPPORTS, INC.	Florida	Not for Profit Corporation

ARTICLE 3

The terms and conditions of the merger are as follows:

3.1 **The Merger.** The Merging Entities shall merge with and into Survivor (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Entities shall cease, and the Survivor shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time.** The Merging Entities and the Survivor will cause Articles and Certificate of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Acts. The Merger shall become effective upon filing of the Articles and Certificate of Merger with the Florida Department of State, or such later date as may be expressly stated in the Articles and Certificate of Merger (the "Effective Time").

3.3 **Additional Action.** The Survivor shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of any of the Merging Entities or the Survivor, in order to vest or to perfect or confirm of record in the Survivor the title to any property, rights, privileges, powers, licenses, and franchises of any of the Merging Entities or the Survivor.

ARTICLE 4

4.1 **Relationship of Merging Parties.** Each of the Merging Entities is a wholly owned subsidiary of Survivor, whether directly or indirectly.

4.2 **Manner and Basis of Converting Interests Generally.** Since: (i) the Merger involves the merger of two wholly-owned subsidiaries of the Survivor, whether directly or indirectly (with LTRS Holdings, LLC being wholly-owned by Survivor, and with Survivor being the sole General Partner and LTRS Holdings, LLC being the sole Limited Partner of Lakeview Terrace Retirement Services, LLLP), and (ii) Survivor is the surviving entity, no membership interests or partnership interests, as applicable, of the Merging Entities need be converted, and at the Effective Time all of the membership interests and partnership interests, as applicable, of the

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TALLAHASSEE, FLORIDA

Merging Entities issued and outstanding immediately prior thereto (each a "Merging Entity Interest") shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and canceled.

4.3 **No Conversion of Rights to Acquire.** Since there were no rights to acquire any membership interests or partnership interests, as applicable, of any of the Merging Entities or the Survivor outstanding prior to the Effective Time, no conversion of such rights is necessary.

4.4 **Miscellaneous.**

(a) No interest, dividends, or other distributions shall be payable with respect to any Merging Entity Interest in connection with the Merger.

(b) From and after the Effective Time, no Merging Entity Interest shall be deemed issued or outstanding, and the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Acts. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of a Merging Entity Interest will be required; instead, from and after the Effective Time, all Merging Entity Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging Entities shall be closed and no transfer of Merging Entity Interests shall thereafter be made (other than to reflect the cancellation of the Merging Entity Interests as a consequence of the consummation of the Merger).

ARTICLE 5

5.1 **Rights and Obligations of the Merging Entities.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Acts, from and after the Effective Time: (i) the Survivor shall possess all rights, privileges and powers of the Merging Entities, (ii) all property and assets of the Merging Entities shall vest in the Survivor without any further act or deed, and (iii) the Survivor shall assume and be liable for all liabilities and obligations of the Merging Entities. In this regard, and without limitation, Survivor shall assume and retain the right to use the following fictitious name owned by Lakeview Terrace Retirement Services, LLLP prior to the merger: "Lakeview Terrace Retirement Community".

5.2 **Survivor Articles of Incorporation.** The Articles of Incorporation of the Survivor in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Survivor immediately following the Merger.

5.3 **Survivor Bylaws.** The Bylaws of the Survivor in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Survivor immediately following the Merger.

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TALLAHASSEE, FLORIDA

5.4 **Merging Entities' Organizational Documents.** The Articles of Organization and Certificate of Limited Partnership and all other organizational documents, agreements and instruments relating to the Merging Entities shall be deemed terminated as of the Effective Time.

ARTICLE 6

6.1 **Amendment.** The Merging Entities and the Survivor may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the members and/or partners of the Merging Entities, as appropriate, and the directors of the Survivor shall be subject to any restrictions contained in the Acts. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the requisite members and/or partners of the Merging Entities and the directors of the Survivor.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the Merging Entities and the Survivor) upon mutual written consent of the Merging Entities and the Survivor.

6.3 **Director, Member and Partner Approval.** The respective obligations of the Merging Entities and the Survivor to effect the Merger shall be subject to the Merging Entities and the Survivor obtaining the requisite approval of the members and/or partners of the Merging Entities and the directors of the Survivor, all as required by the Acts, prior to the Effective Time.

6.4 **Filing of the Merger Documents.** After obtaining the requisite approvals required by the Acts, the directors and/or officers of the Survivor and the members, managers, officers and/or partners of the Merging Entities are hereby authorized and directed to cause the Articles and Certificate of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.

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