

PD17000031690

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Marger
Ga 12.23.13



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 936170 4352697

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 140.00

ORDER DATE : December 20, 2013

ORDER TIME : 3:33 PM

ORDER NO. : 936170-005

CUSTOMER NO: 4352697

ARTICLES OF MERGER

SENIORBRIDGE FAMILY COMPANIES
(LA), INC.

INTO

SENIORBRIDGE FAMILY COMPANIES
(FL), INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

[Handwritten initials: 10]

EFFECTIVE DATE
12/31/13

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SeniorBridge Family Companies (FL), Inc.	Florida	P01000031690

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SeniorBridge Family Companies (LA), Inc.	Louisiana	
SeniorBridge (UT), Inc.	Utah	
SeniorBridge (WA), Inc.	Washington	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 13 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 16, 2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 16, 2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

SeniorBridge Family Companies (FL), Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Secretary

SeniorBridge Family Companies (LA), Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Secretary

SeniorBridge (UT), Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Secretary

SeniorBridge (WA), Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
SeniorBridge Family Companies (FL), Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
SeniorBridge Family Companies (LA), Inc.	Louisiana
SeniorBridge (UT), Inc.	Utah
SeniorBridge (WA), Inc.	Washington

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

The merger shall become effective on the 31st day of December, 2013.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued shares of each merging corporations, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. Each issued share of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
SeniorBridge Family Companies, Inc.	Delaware

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
SeniorBridge Family Companies (FL), Inc.	Florida
SeniorBridge Family Companies (LA), Inc.	Louisiana
SeniorBridge (UT), Inc.	Utah
SeniorBridge (WA), Inc.	Washington

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A