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MAR 21 2019

C. McNair

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 685105 4352697

AUTHORIZATION :

COST LIMIT : \$ 70.00

60.00

ORDER DATE : March 14, 2019

ORDER TIME : 9:43 AM

ORDER NO. : 685105-040

CUSTOMER NO: 4352697

ARTICLES OF MERGER

AMERICAN ELDERCARE OF NORTH  
FLORIDA, LLC

INTO

SENIORBRIDGE FAMILY COMPANIES  
(FL), INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SeniorBridge Family Companies (FL), Inc.

\_\_\_\_\_  
Name of Surviving Corporation

2018 MAR 20 PM 11:06  
FILED  
TALLAHASSEE, FL  
CLERK OF SUPERIOR COURT

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mehrya Nawabi

\_\_\_\_\_  
Contact Person

Humana Law Department

\_\_\_\_\_  
Firm/Company

500 West Main Street 21st Floor

\_\_\_\_\_  
Address

Louisville, KY 40202

\_\_\_\_\_  
City/State and Zip Code

mnawabi4@humana.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mehrya Nawabi

\_\_\_\_\_  
Name of Contact Person

At ( <sup>502</sup> ) 580-3691

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **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).
American Eldercare of North Florida, LLC	Florida	L11000130392

**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** 04 / 01 / 2019 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 03/15/2019 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 03/15/2019 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

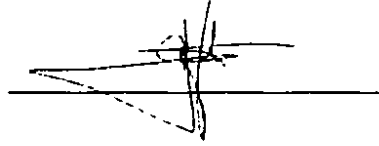
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

SeniorBridge Family

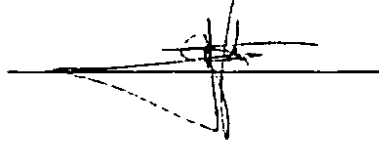


Joseph C. Ventura, SVP, Corporate Secretary &

Companies (FL), Inc.

Associate General Counsel

American Eldercare of North



Joseph C. Ventura, SVP, Corporate Secretary &

Florida, LLC

Associate General Counsel

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**AMERICAN ELDERCARE OF NORTH FLORIDA, LLC**  
**(A Florida Limited Liability Company)**  
**INTO**  
**SENIORBRIDGE FAMILY COMPANIES (FL), Inc.**  
**(A Florida Corporation)**

AGREEMENT AND PLAN OF MERGER approved on March 15, 2019, by AMERICAN ELDERCARE OF NORTH FLORIDA, LLC, a limited liability company organized under the laws of the State of Florida, and by resolution adopted by at least a majority vote of the members of each company's Board of Managers on said date, and approved on March 15, 2019, by SENIORBRIDGE FAMILY COMPANIES (FL), Inc., a corporation of the State of Florida, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. AMERICAN ELDERCARE OF NORTH FLORIDA, LLC (hereinafter referred to as "Terminating Corporation") and SENIORBRIDGE FAMILY COMPANIES (FL), Inc. shall, pursuant to the provisions of the laws of the Terminating Corporation's jurisdiction of organization, and of the Business Corporation Act of the State of Florida, be merged with and into a single corporation, to wit, SENIORBRIDGE FAMILY COMPANIES (FL), Inc., which shall be the Surviving Corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under SENIORBRIDGE FAMILY COMPANIES (FL), Inc. pursuant to the provisions of the Business Corporation Act of the State of Florida. The separate existence of the Terminating Corporation shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

3. The by-laws of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida be the by-laws of said Surviving Corporation and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be the members of the first Board of Managers and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

6. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the Terminating Corporation in compliance with the laws of the jurisdiction of each company's organization and by the shareholders of the Surviving Corporation in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by each company's state laws and by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Boards of Managers and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The merger herein provided for shall become effective as of April 1, 2019, with the Florida Secretary of State and all other regulatory agencies.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

**(TERMINATING CORPORATION)**

ATTEST:

AMERICAN ELDERCARE OF NORTH  
FLORIDA, LLC

By: Donald H. Robinson  
Donald H. Robinson  
Senior Vice President,  
Tax

By: Joseph C. Ventura  
Joseph C. Ventura  
Senior Vice President, Associate  
General Counsel & Corporate Secretary

**(SURVIVING CORPORATION)**

ATTEST:

SENIORBRIDGE FAMILY COMPANIES (FL), Inc.

By: Donald H. Robinson  
Donald H. Robinson  
Senior Vice President,  
Tax

By: Joseph C. Ventura  
Joseph C. Ventura  
Senior Vice President, Associate  
General Counsel & Corporate Secretary