

P010000031690

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

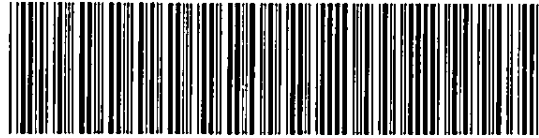
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

A. RAMSEY

MAY - 4 2023



800407027738

merged

FILED

2023 MAY - 1 AM 9:19

RECEIVED

2023 MAY - 1 PM 4:25

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

*02250, 01092, 00524, 00671

CT CORP
(850) 656- 4724
3558 lakesore Drive
Tallahassee, FL 32312

Date: 05/01/2023

Acc#120160000072

en: c DW

Name:	SeniorBridge Florida Companies (FL), Inc.
Document #:	
Order #:	14910885 - 3

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

--

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **135.00**

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SENIORBRIDGE FAMILY COMPANIES (FL). INC.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

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

For further information concerning this matter, please call:

Mehrya Nawabi _____ at (502) 580-3691
Name of Contact Person Area Code Daytime Telephone Number

— Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CR2E080 (2/20)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2023

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: SENIORBRIDGE FAMILY COMPANIES (FL), INC.
Ref. Number: P01000031690

CORRECTED
Please Allow For
Same File Date

We have received your document for SENIORBRIDGE FAMILY COMPANIES (FL), INC. and the authorization to debit your account in the amount of \$135.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the surviving corporation is SeniorBridge Family Companies (FL), Inc. instead of SeniorBridge Florida Companies (FL), Inc. The name of one of the merging companies is also incorrect. It is SeniorBridge-Florida, LLC instead of Senior-Bridge Florida, LLC. Please see the attached printouts.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 223A00009767

RECEIVED
2023 MAY -3 AM 9:46
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Limited Liability Company**

FILED

2023 MAY -1 AM 9:19

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Nursing Solutions, LLC	Florida	Limited Liability Company
Naples Healthcare Specialists, LLC	Florida	Limited Liability Company
SeniorBridge-Florida, LLC	Florida	Limited Liability Company
Care Partners Home Care LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

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

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

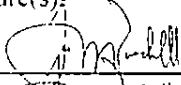
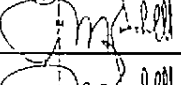
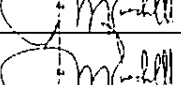
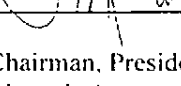
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

May 1, 2023

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Nursing Solutions, LLC		Joseph M. Ruschell
Naples Healthcare Specialists, LLC		Joseph M. Ruschell
SeniorBridge-Florida, LLC		Joseph M. Ruschell
Care Partners Home Care LLC		Joseph M. Ruschell

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

AGREEMENT AND PLAN OF MERGER

OF

NURSING SOLUTIONS, LLC
(A Florida Limited Liability Company);

NAPLES HEALTH CARE SPECIALISTS, LLC
(A Florida Limited Liability Company);

SENIORBRIDGE-FLORIDA, LLC
(A Florida Limited Liability Company);

AND

CARE PARTNERS HOME CARE, LLC
(A Florida Limited Liability Company)

WITH AND INTO

SENIORBRIDGE FAMILY COMPANIES (FL), INC.
(A Florida Corporation)

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement"), is dated and effective as of May 1, 2023 (the "Effective Date"), by and among **SENIORBRIDGE FAMILY COMPANIES (FL), INC.**, a corporation existing under the laws of the State of Florida (the "Surviving Corporation"), **NURSING SOLUTIONS, LLC**, a limited liability company organized under the laws of the State of Florida ("NS"), **NAPLES HEALTH CARE SPECIALISTS, LLC**, a limited liability company organized under the laws of the State of Florida ("NHCS"), **SENIORBRIDGE-FLORIDA, LLC**, a limited liability company organized under the laws of the State of Florida ("SF"), and **CARE PARTNERS HOME CARE, LLC**, a limited liability company organized under the laws of the State of Florida ("CPHC", and together with NS, NHCS and SF, the "Terminating Companies").

WHEREAS, the Surviving Corporation owns one hundred percent (100%) of the membership interests of the Terminating Companies;

WHEREAS, the Surviving Corporation and each of the Terminating Companies desire to merge (the "Mergers"), with the Surviving Corporation to be the surviving entity of each Merger, subject to the conditions set forth in this Agreement and in accordance with Sections 607.1101 and 607.1104 of the Florida Business Corporation Act and 608.438 of the Florida Revised Limited Liability Company Act;

WHEREAS, the Board of Directors of the Surviving Corporation and the Board of Managers of each Terminating Company have each adopted and approved this Agreement and the transactions contemplated herein, in each case, after making a determination that this Agreement and such transactions are advisable and fair to, and in the best interests of, their respective companies and equityholders; and

WHEREAS, for US federal income tax purposes, the parties intend to the fullest extent applicable that the Mergers qualify as tax-free reorganizations within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, terms, and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Each Terminating Company shall, pursuant to the laws of the State of Florida, merge with and into the Surviving Corporation, with the Surviving Corporation to be the surviving entity of each Merger as of the Effective Date. The name of the Surviving Corporation will be **SENIORBRIDGE FAMILY COMPANIES (FL), INC.**, a Florida corporation, and its principal office will be 500 West Main Street, Louisville, Kentucky 40202. The separate existence of the Terminating Companies shall cease upon the Effective Date in accordance with the provisions of the laws of the jurisdiction of their respective organizations.

2. The articles of incorporation of the Surviving Corporation as in force and effect upon the Effective Date of the Mergers in the State of Florida shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The bylaws of the Surviving Corporation as in force and effect upon the Effective Date of the Mergers in the State of Florida be the bylaws of the 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 Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the Effective Date of the Mergers in the State of Florida shall continue to be the members of the first Board of Directors 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 bylaws of the Surviving Corporation.

5. At the Effective Time, by virtue of the Mergers and without any other action on the part of the holder thereof, any membership interest of the Terminating Companies outstanding immediately prior to the Effective Time shall be cancelled and all other rights in respect thereof shall cease to exist. The issued shares 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 Mergers shall continue to represent one issued share of the Surviving Corporation.

6. This Agreement shall be submitted to the Surviving Corporation, as the sole equityholder of the Terminating Companies, for its approval or rejection in the manner prescribed by the Florida Revised Limited Liability Company Act and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that this Agreement shall have been approved by the equityholders of the Terminating Companies 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 Florida Business Corporation Act, the Terminating Companies 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 Mergers.

8. The directors, managers and officers of the Terminating Companies 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 or of the Mergers.


9. The Mergers herein provided for shall become effective upon the date and time of filing with the Florida Secretary of State and all other regulatory agencies.

[Signature Page Follows]

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

(TERMINATING COMPANY)


NURSING SOLUTIONS, LLC

By: 

Joseph M. Ruschell
Vice President, Associate General Counsel, and Corporate Secretary

(TERMINATING COMPANY)

NAPLES HEALTH CARE SPECIALISTS, LLC

By: 

Joseph M. Ruschell
Vice President, Associate General Counsel, and Corporate Secretary

(TERMINATING COMPANY)

SENIORBRIDGE-FLORIDA, LLC

By: 

Joseph M. Ruschell
Vice President, Associate General Counsel, and Corporate Secretary

(TERMINATING COMPANY)

CARE PARTNERS HOME CARE, LLC

By: 

Joseph M. Ruschell
Vice President, Associate General Counsel, and Corporate Secretary

(SURVIVING CORPORATION)

SENIORBRIDGE FAMILY COMPANIES (FL), INC.

By: 

Joseph M. Ruschell

Vice President, Associate General Counsel, and Corporate
Secretary