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**MERGER OR SHARE EXCHANGE  
RENAL CAREPARTNERS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
HOLLYWOOD MERGERSUB, INC.  
WITH AND INTO  
RENAL CAREPARTNERS, INC.**

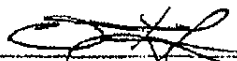
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Renal CarePartners, Inc. a Florida corporation ("Surviving Corporation"), and Hollywood MergerSub, Inc., a Florida corporation ("Merging Corporation"), execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the sole shareholder of the Merging Corporation on October 26, 2011 and by a majority of the shareholders of the Surviving Corporation on October 26, 2011.
3. The merger shall be effective immediately upon the filing of these Articles of Merger with the Secretary of State of Florida.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 30th day of November, 2011.

RENAL CARE PARTNERS, INC.

By:   
Name: ORESTES LUGO  
Title: CEO

HOLLYWOOD MERGERSUB, INC.

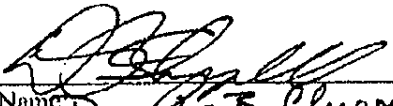
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 30th day of November, 2011.

**RENAL CAREPARTNERS, INC.**

By: \_\_\_\_\_  
Name:  
Title:

**HOLLYWOOD MERGERSUB, INC.**

By:   
Name: Douglas B. Chappell  
Title: Vice President

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

## **AGREEMENT AND PLAN OF MERGER**

Pursuant to this Agreement and Plan of Merger dated as of the 30<sup>th</sup> day of November, 2011, Hollywood MergerSub, Inc., a Florida corporation ("Merging Corporation"), shall be merged with and into Renal CarePartners, Inc., a Florida corporation ("Surviving Corporation").

### **SECTION 1** **DEFINITIONS**

1.1 Effective Time. "Effective Time" shall mean the date and time on which the Merger contemplated by this Agreement and Plan of Merger becomes effective pursuant to the laws of the State of Florida, as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

1.2 Merger. "Merger" shall refer to the merger of Merging Corporation with and into Surviving Corporation as provided in Section 2.1 of this Agreement and Plan of Merger.

### **SECTION 2** **TERMS OF MERGER**

2.1 Merger. Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time, Merging Corporation shall be merged with and into Surviving Corporation in accordance with applicable law. Surviving Corporation shall be the surviving corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name "Renal CarePartners, Inc." Surviving Corporation shall assume all of the liabilities of Merging Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective immediately upon filing of the Articles of Merger with the Secretary of State of Florida.

2.3 Articles of Incorporation. The Articles of Incorporation of Surviving Corporation as they exist at the Effective Time shall be amended and restated in their entirety to read as set forth on Exhibit A attached hereto and made a part hereof.

2.4 Bylaws. The Bylaws of Merging Corporation as they exist at the Effective Time shall be the Bylaws of Surviving Corporation until altered or amended as provided in such Bylaws; provided that the reference to "Hollywood MergerSub, Inc." shall be revised to refer to "Renal CarePartners, Inc."

2.5 Board of Directors. The Board of Directors of Merging Corporation shall be the Board of Directors of Surviving Corporation and shall hold office from and after the Effective Time until their respective successors are elected and qualified.

2.6 Officers. The officers of Merging Corporation shall be the officers of Surviving Corporation and shall hold office from and after the Effective Time until their respective successors are appointed and qualified.

### SECTION 3 MANNER OF CONVERTING SHARES

Each share of the capital stock of Merging Corporation that was issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and non-assessable share of the capital stock of Surviving Corporation; and the officers of Surviving Corporation shall issue a certificate evidencing ownership of such shares of Surviving Corporation's capital stock to the sole shareholder of Surviving Corporation, upon the surrender by the sole shareholder of all of its stock certificates evidencing ownership of its shares of Merging Corporation's capital stock. The issued and outstanding shares of the capital stock of Surviving Corporation prior to the Effective Time shall be cancelled and cease to exist by virtue of the Merger.

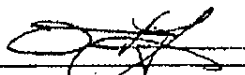
### SECTION 4 MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement and Plan of Merger.

[Signatures on Following Page]

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

RENAL CAREPARTNERS, INC.

By:   
Name: ORESTES LUGO  
Title: CEO

HOLLYWOOD MERGERSUB, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



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

**RENAL CAREPARTNERS, INC.**

By: \_\_\_\_\_  
Name:  
Title:

**HOLLYWOOD MERGERSUB, INC.**


By:   
Name: Douglas S. Chappell  
Title: Vice President

Exhibit A

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RENAL CAREPARTNERS, INC.**

The Articles of Incorporation of Renal CarePartners, Inc., a Florida corporation (the "Corporation"), are amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is Renal CarePartners, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street address of the Corporation is 320 Seven Springs Way, Suite 220, Brentwood, TN 37027.

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is organized is: any lawful purpose allowed by Florida law.

**ARTICLE IV  
SHARES**

The number of shares of authorized stock is: 1,000 shares of common stock, par value \$0.01 per share.

**ARTICLE V  
INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title:	Timothy P. Martin – Director
Address:	320 Seven Springs Way, Suite 220 Brentwood, TN 37027

Name and Title:	Douglas B. Chappell – Director
Address:	320 Seven Springs Way, Suite 220 Brentwood, TN 37027

**ARTICLE VI  
REGISTERED AGENT**

Name: NRAI Services, Inc.  
Address: 515 East Park Avenue  
Tallahassee, FL 32301

[Signature on following page]

**ACCEPTANCE OF INITIAL REGISTERED AGENT**

Having been named as the initial registered agent to accept service of process for Renal CarePartners, Inc. at the place designated in these Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

NRAI SERVICES, INC.

Date: 12-01-2011By: Gwendolyn Andrews  
Name: Gwendolyn Andrews  
Title: Special Assistant Secretary

IN WITNESS WHEREOF, Renal CarePartners, Inc. has caused these Articles of Amendment to be executed by a duly authorized officer this 30th day of November, 2011.

RENAL CAREPARTNERS, INC.

By: 

Name: ORESTES LUGO

Title: CEO