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TALLAHASSEE, FL 32309

CT CORPORATION

November 15, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5723622 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Housecall Acquisition Corporation (FL)
Merger (Survivor)
Florida

File 2nd

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVENTA HOSPICE, INC., A FLORIDA NON-PROFIT CORPORATION
(N99000007684)

INTO

HOUSECALL ACQUISITION CORPORATION which changed its name to
ADVENTA HOSPICE, INC., a Florida entity, P02000122724.

File date: November 15, 2002 , effective November 18, 2002

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS
BETWEEN
HOUSECALL ACQUISITION CORPORATION, a Florida corporation
("Surviving Corporation")
AND
ADVENTA HOSPICE, INC., a Florida not for profit corporation
("Disappearing Corporation")

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act and the provisions of Section 607.1108 of the Florida Corporation Act, the undersigned corporations adopt the following for the purpose of merging them into one of such corporations.

1. The undersigned corporations have adopted an Agreement of Merger made a part hereof.
2. The names and the jurisdictions of the Disappearing Corporations and the Surviving Corporation are as follows:

<u>Name of Corporation</u>	<u>State</u>
Adventa Hospice, Inc.	Florida
Housecall Acquisition Corporation	Florida
3. The name of the Surviving Corporation is Housecall Acquisition Corporation, a Florida corporation.
4. The Articles of Incorporation of the Surviving Corporation shall be amended by deleting the first sentence of Article I ("Name") of the Articles of Incorporation and inserting the following in its stead: The name of the Corporation is Adventa Hospice, Inc.
5. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 617.1101 of the Florida Not-For Profit Corporation Act.
6. The merger of the undersigned corporations will become effective on November 18, 2002.
7. The sole member of the Disappearing Corporation and the Board of Directors of the Disappearing Corporation adopted

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TALLAHASSEE, FLORIDA

the Agreement of Merger by unanimous written consent effective November 11, 2002. The Board of Directors of the Surviving Corporation, there being no shareholders of the Surviving Corporation, adopted the Agreement of Merger by unanimous written consent effective as of November 15, 2002.

8. The membership interest in the Disappearing Corporation shall be canceled as of the effective date of the merger with no shares of the Surviving Corporation being exchanged for such membership interest.
9. The Agreement of Merger reads as follows:

This Agreement of Merger is made by and between HOUSECALL ACQUISITION CORPORATION, a Florida corporation, and ADVENTA HOSPICE, INC., a Florida not for profit corporation, hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Adventa Hospice, Inc. (the "Disappearing Corporations") be merged into Housecall Acquisition Corporation (the "Surviving Corporation") under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.1101 of the Florida Not-For-Profit Corporation Act and Section 607.1108 of the Florida Business Corporation Act.
- B. The Membership of the Disappearing Corporation has approved the merger. The Surviving Corporation has not issued shares of stock as of the date of the approval of these Articles of Merger.
- C. The respective Boards of Directors of the Constituent Corporations and the Membership of the Disappearing Corporation have agreed that no change or amendment in the Articles of Incorporation or the Surviving Corporation will be made, other than a modification to Article I ("Name") of the Articles of Incorporation changing the name of the Surviving Corporation to Adventa Hospice, Inc.

Now, Therefore, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

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SECRETARY OF STATE

1. Agreement to Merge. The Constituent Corporations hereby agree that Adventa Hospice, Inc., the Disappearing Corporation, shall be merged into Housecall Acquisition Corporation.
2. Name of Merged Corporation. The name of the Surviving Corporation shall be Housecall Acquisition Corporation.
3. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be located at the following address: 6501 Deane Hill Drive, Knoxville, TN 37919.
4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful acts or activities for which such corporation may be formed under Chapter 607 of the Florida Statutes.
5. Registered Agent of Surviving Corporation. The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Adventa Hospice, Inc., the Disappearing Corporation, may also be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, Florida 32789.
6. Assets of Disappearing Corporation. All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to Adventa Hospice, Inc. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.
7. Liabilities of Disappearing Corporation. The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against Adventa Hospice, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.
8. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be amended to provide that the name of the Surviving Corporation shall be changed to Adventa Hospice, Inc.

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9. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation shall continue in its present form and content, to be the Bylaws of the Surviving Corporation.
10. Effective Date of Agreement. This Agreement shall become effective as of November 18, 2002.

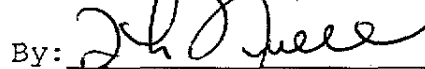
In Witness Whereof, the Constituent Corporations have caused their respective corporate names to be signed by their respective officers, duly authorized by the respective Board of Directors, and the Membership (as to the Disappearing Corporation).

HOUSECALL ACQUISITION
CORPORATION



Title: Assistant Secretary
T. L. Trimble
As to Surviving Corporation

ADVENTA HOSPICE, INC.

By: 

Title: Assistant Secretary
T. L. Trimble
As to Disappearing Corporation

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