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SECRETARY OF STATE

JUL 1 9 2018 S. YOUNG



STEPHEN C. L. CHONG E-MAIL ADDRESS schong@mateerharbert.com

DIRECT LINE (407) 425-9044

July 11, 2018

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

Re: Articles of Merger

Dear Madam/Sir:

Enclosed please find the original Articles of Merger between Healthcare Support Staffing, Inc. and Healthcare Scouts, Inc. Kindly file with these with both corporations and return a certified copy to our office. We enclose a check in the amount of \$78.75 to cover the filing fee and a certified copy fee.

If you have any questions, please do not hesitate to contact us.

Sincerely.

Stephen C. L. Chong

Enclosures

cc:

Don Langmo

Chris Abel

SCLC:kac

4838-9123-5693, v. 1

ARTICLES OF MERGER

OF

HEALTHCARE SUPPORT STAFFING, INC.

(A Florida for Profit Corporation, Document Number: P02000134718)

AND

HEALTHCARE SCOUTS, INC.

(A Florida for Profit Corporation, Document Number: P07000006082)

In accordance with the Florida Business Corporation Act, pursuant to §607.1101, and §607.1105, Florida Statutes, HEALTHCARE SUPPORT STAFFING, INC., a Florida for Profit Corporation (the "Surviving Corporation") with its principal address at 101 Southhall Lane, Suite 100, Maitland, FL 32751, and HEALTHCARE SCOUTS, INC., a Florida for Profit Corporation (the "Merged Corporation") with its principal address at 2699 Lee Road, Suite 430, Winter Park, FL 32789, hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation into the Surviving Corporation.

ARTICLE I

HEALTHCARE SCOUTS, INC. shall be merged with and into HEALTHCARE SUPPORT STAFFING, INC., and the separate existence of HEALTHCARE SCOUTS, INC. shall cease. HEALTHCARE SUPPORT STAFFING, INC. shall survive the Merger and shall continue to be governed by the laws of the State of Florida.

ARTICLE II

The Plan of Merger attached as Exhibit A was approved and adopted, in accordance with §607.1103 of the Florida Business Corporation Act, by the board of directors and shareholders of the Surviving Corporation on June 29, 2018. The Plan of Merger was approved and adopted by the board of directors and shareholders of the Merged Corporation on June 29, 2018.

ARTICLE IV

The Surviving Corporation agrees to pay to any shareholder with appraisal rights the amount to which such shareholder is entitled as determined under Florida Statutes, Sections §607.1324 and §607.1330-607.1331.

ARTICLE V

The Bylaws of the Surviving Corporation as in effect prior to the merger shall continue in effect to govern the Surviving Corporation after the merger. The Surviving Corporation's principal place of business is 101 Southhall Lane, Suite 100, Maitland, FL 32751. A copy of the Articles of Incorporation are maintained in the corporate offices of the Surviving Corporation.

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ARTICLE VI

The date and time when the Merger shall become effective is July 31, 2018, at 11:59 P.M. (the "Effective Date").

IN WITNESS WHEREOF, the undersigned signed these Articles of Merger as of this _____ day of June 2018.

HEALTHCARE SUPPORT STAFFING, INC. a Florida for Profit Corporation

By: Bernard D. Langmo, Chief Executive Officer

HEALTHCARE SCOUTS, INC. a Florida for Profit Corporation

Bernard D. Langmo, Chief Executive Officer

EXHIBIT A

PLAN OF MERGER OF HEALTHCARE SUPPORT STAFFING, INC.

(A Florida for Profit Corporation)

AND

HEALTHCARE SCOUTS, INC.

(A Florida for Profit Corporation)

This Plan of Merger dated as of June 29, 2018 (the "Agreement"), is entered into by HEALTHCARE SUPPORT STAFFING, Inc., a Florida For Profit Corporation ("HSS"), and its affiliate, HEALTHCARE SCOUTS, Inc., a Florida For Profit Corporation ("SCOUTS"). HSS and SCOUTS may collectively be referred to herein as the "Constituent Corporations."

Recitals

- 1. HSS is a Florida for Profit Corporation duly organized and existing under the laws of the State of Florida.
- 2. SCOUTS is a Florida for Profit Corporation duly organized and existing under the laws of the State of Florida.
- 3. The majority shareholder of HSS is Bernard D. Langmo and he is also the majority shareholder of SCOUTS.
- 4. HSS and SCOUTS have determined it is desirable and in the best interest of the Constituent Corporations that SCOUTS be merged into HSS with HSS being the Surviving Corporation.
- 5. The directors and shareholders of HSS and SCOUTS have adopted and approved this Agreement in accordance with and pursuant to \$607.1103. Florida Statutes.

NOW, THEREFORE. in consideration of the mutual agreements and covenants set forth herein, HSS and SCOUTS hereby agree, and, subject to the terms and conditions hereinafter set forth, pursuant to \$607.1101 and \$607.1109 Florida Statutes, as follows:

ARTICLE I DESIGNATION OF SURVIVING CORPORATION

In accordance with the provisions of this Agreement, and the Florida Business Corporation Act (the "Act"), SCOUTS shall be merged with and into HSS (the "Merger"), the separate existence of SCOUTS shall cease and HSS shall survive the Merger and shall continue to be

governed by the laws of the State of Florida. HSS shall be, and is herein sometimes referred to as, the "Surviving Corporation."

ARTICLE II PRINCIPAL OFFICE

The principal office of HSS shall remain the principal office of the Surviving Corporation following the Merger.

ARTICLE III TERMS AND CONDITIONS OF MERGER

The Merger will be consummated upon (a) the adoption and approval of this Agreement by the shareholders and directors of HSS and SCOUTS, and (b) the Articles of Merger of the Constituent Corporations are filed with the Florida Department of State in accordance with Florida Law. The Merger will be consummated in accordance with the terms set forth in this Agreement.

ARTICLE IV CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

- 1. Articles of Incorporation and Bylaws. Upon the effective date of the Merger, the Articles of Incorporation and Bylaws of HSS in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.
- 2. <u>Directors</u>. The following director of HSS immediately prior to the effective date of the Merger shall be the director of the Surviving Corporation:
 - a. Bernard D. Langmo

The director shall continue to serve until his respective successor shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

ARTICLE V SECURITIES

- 1. <u>SCOUTS Shares</u>. Upon the Effective Date of the Merger, the shares of SCOUTS, by virtue of the Merger and without any action by the Constituent Corporations, shall cease to exist. Shareholders of SCOUTS shares shall receive ten shares of HSS common stock for every share of SCOUTS stock held and surrendered.
- 2. <u>HSS Shares</u>. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Corporations, the existing shareholders of HSS shall continue to own the same number of shares of the Surviving Corporation, unless they were also owners of SCOUTS shares.
- 3. Appraisal Rights. Shareholders of SCOUTS and HSS who would be entitled to vote and dissent from the merger pursuant to §607.1321, Florida Statutes, may be entitled, if they comply

with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares. For the avoidance of doubt, Bernard D. Langmo and Dean DiPaolo are the sole shareholders of SCOUTS, and Bernard D. Langmo and Jessica D. Socarras are the sole shareholders of HSS.

- 4. <u>Waiver</u>. Bernard D. Langmo and Dean DiPaolo hereby waive any appraisal rights they may have regarding the Merger and further waive notice of the Plan of Merger and the written mailing requirement of §607.1320, Florida Statutes.
- 5. <u>Effect of Merger</u>. Upon the effective date of the Merger, the following shall or shall be deemed to have occurred:
 - a. <u>Impact of Merger</u>. (a) the title to all real estate and other property, or any interest therein, owned by SCOUTS is vested in the Surviving Corporation without reversion or impairment; (b) the Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of SCOUTS; (c) any claim existing or action or proceeding pending by or against SCOUTS may be continued as if the Merger did not occur and the Surviving Corporation may be substituted in the proceeding for SCOUTS; and (d) neither the rights of creditors nor any liens upon the property of SCOUTS shall be impaired by the Merger.
 - b. <u>Classification of Surviving Corporation</u>. For Federal income tax purposes, the Surviving Corporation shall continue to be taxed in the manner in effect immediately prior to the effective date of the Merger.
 - c. <u>Continuation of Business</u>. The Surviving Corporation shall continue the business of SCOUTS and the Surviving Corporation.
 - d. <u>Taxable Year</u>. The taxable year of SCOUTS shall be closed as a result of the Merger.
 - e. *EIN*. The EIN of HSS shall continue to be the EIN of the Surviving Corporation.

ARTICLE VI APPROVAL OF DIRECTORS AND EFFECTIVE DATE

The Merger shall take place when (a) this Plan of Merger shall have been adopted and approved by the directors of HSS in accordance with the requirements of the Florida Business Corporation Act and (b) executed Articles of Merger have been filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective is July 31, 2018, at 11:59 P.M. (the "Effective Date").

ARTICLE VII ABANDONMENT OF PLAN OF MERGER

At any time before the filing of this Agreement with the Secretary of the State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason

whatsoever, notwithstanding the approval of this Agreement by the directors or shareholders of the Constituent Corporations.

ARTICLE X GENERAL

- 1. <u>Agreement</u>. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation.
- 2. <u>Governing Law</u>. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.
- 3. <u>Counterparts</u>. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Plan of Merger, having been adopted by the shareholders and directors of HSS and SCOUTS, in accordance with and pursuant to §607.1101, Florida Statues, is hereby executed on behalf of each of such entity.

HEALTHCARE SUPPORT STAFFING, INC.

A Florida for Profit Corporation

Ву:______

Bernard D. Langmo, Chief Executive Officer

HEALTHCARE SCOUTS, INC. A Florida for Profit Corporation

By:_

Bernard D. Langmo, Chief Executive Officer

4843-5438-7558, v. 1