

P 08000016598

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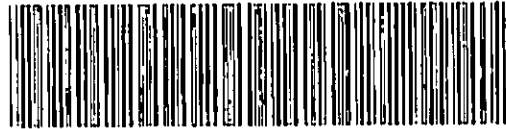
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

Merger

R. WHITE
DEC 02 2018

RW



RESUBMIT
Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2018

COROPORATION SERVICE COMPANY

SUBJECT: AMERICAN SENIOR SERVICES, INC.
Ref. Number: P08000016598

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$70.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 318A00026434

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

RW

FILED

ARTICLES OF MERGER
OF
ASSI OF ALABAMA, INC., an Alabama corporation,
AMERICAN SENIOR SERVICES OF CALIFORNIA, INC., a California corporation,
and
ASSI OF WISCONSIN, INC., a Wisconsin corporation
WITH AND INTO
AMERICAN SENIOR SERVICES, INC.
(a Florida corporation)

2018 DEC 26 AM 10:33

Pursuant to the provisions of Section 10A, Chapter 1, Article 8 of the code of Alabama 1975 (the "Alabama Act"), Section 1108(d) of the California Corporations Code (the "California Act"), Sections 178.1124, 179.77, 180.1105, 181.1105 and 183.1204 of the Wisconsin Statutes (the "Wisconsin Act") and in compliance with the provisions of Section 607.1105, Florida Statutes (the "Florida Act"), these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation; Constituent Entities

The name, entity type and state of incorporation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
American Senior Services, Inc.	corporation	Florida
ASSI of Alabama, Inc.	corporation	Alabama
American Senior Services of California, Inc.	corporation	California
ASSI of Wisconsin, Inc.	corporation	Wisconsin

ARTICLE II
Surviving Entity

American Senior Services, Inc., a Florida corporation, shall be the surviving entity.

ARTICLE III
Plan of Merger

The Plan of Merger providing for the merger of ASSI of Alabama, Inc., an Alabama corporation ("ASSI AL"), American Senior Services of California, Inc., a California corporation ("ASSI CA"), and ASSI of Wisconsin, Inc., a Wisconsin corporation ("ASSI WI"), and American Senior Services, Inc., a Florida corporation ("ASSI FL"), is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE IV
Approval of the Plan of Merger

In accordance with the Alabama Act, the California Act, and the Wisconsin Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the shareholders of each of ASSI AL, ASSI CA and ASSI WI, effective December 31, 2018.

In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the shareholders of ASSI FL, effective December 31, 2018.


ARTICLE V
Effective Time

The merger shall become effective at 11:59 p.m. on December 31, 2018.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 31st day of December, 2018.

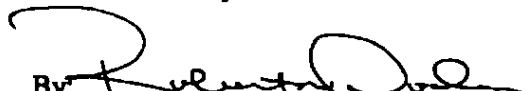
ASSI OF ALABAMA, INC.,
an Alabama corporation

By: 
Robert N. Doolan, Vice President

**AMERICAN SENIOR SERVICES OF
CALIFORNIA, INC.,** a California
corporation

By: 
Robert N. Doolan, Vice President

ASSI OF WISCONSIN, INC.,
a Wisconsin corporation

By: 
Robert N. Doolan, Vice President

AMERICAN SENIOR SERVICES, INC.,
a Florida corporation

By: 
Robert N. Doolan, Vice President

Exhibit A

Plan of Merger

See Attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective the 31st day of December, 2018, 2014, by and between **ASSI OF ALABAMA, INC.**, an Alabama corporation ("ASSI AL"), **AMERICAN SENIOR SERVICES OF CALIFORNIA, INC.**, a California corporation ("ASSI CA"), **ASSI OF WISCONSIN, INC.**, a Wisconsin corporation ("ASSI WI"), and **AMERICAN SENIOR SERVICES, INC.**, a Florida corporation ("ASSI FL"). ASSI AL, ASSI CA, ASSI WI and ASSI FL are sometimes collectively referred to in this Agreement as the "Constituent Entities" and are sometimes referred to individually as a "Constituent Entity".

W I T N E S S E T H:

WHEREAS, the Boards of Directors of ASSI AL, ASSI CA, ASSI WI and ASSI FL deem it advisable and for the general welfare of such entities and their sole shareholder that ASSI AL, ASSI CA and ASSI WI merge with and into ASSI FL and that ASSI FL merge ASSI AL, ASSI CA and ASSI WI with and into itself, pursuant to this Agreement and the applicable laws of the States of Alabama, California, Wisconsin and Florida; and

WHEREAS, the Constituent Entities desire to adopt this Agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the stock of ASSI AL is as follows:

Robert Gross	100 shares
Robert N. Doolan	100 shares

WHEREAS, the stock of ASSI CA is as follows:

Robert Gross	100 shares
Robert N. Doolan	100 shares

WHEREAS, the stock of ASSI WI is as follows:

Robert Gross	100 shares
Robert N. Doolan	100 shares

NOW, THEREFORE, the Constituent Entities, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Agreement as follows:

1. **PLAN OF MERGER.**

The Constituent Entities have agreed and do hereby agree each with the other that ASSI AL, ASSI CA and ASSI WI shall be merged with and into ASSI FL, and that ASSI FL shall merge ASSI AL, ASSI CA and ASSI WI with and into itself. ASSI FL shall be the surviving business entity in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. **EFFECTIVE DATE.**

The merger provided for in this Agreement shall become effective and the Constituent Entities shall be deemed to have merged as of 11:59 p.m. December 31, 2018 (the "Effective Date").

3. **MANNER OF CONVERTING SHARES.**

Pursuant to the merger, all of the outstanding shares of stock of ASSI AL, ASSI CA and ASSI WI will be cancelled. No new stock certificates of ASSI FL will be issued. Each share of stock of ASSI FL that is outstanding on the Effective Date shall continue and remain unchanged as one share of stock of ASSI FL

4. **EFFECT OF THE MERGER.**

(a) **Existence of ASSI AL, ASSI CA and ASSI WI.** On the Effective Date, the separate existence of each of ASSI AL, ASSI CA and ASSI WI shall cease and they each shall be merged with and into ASSI FL. Thereupon, all the property, real, personal, and mixed, and all interest therein, of each of ASSI AL, ASSI CA and ASSI WI and all debts due to each of them, shall be transferred to and invested in ASSI FL without further act or deed and without reversion or impairment. ASSI FL shall thenceforth be responsible and liable for all the liabilities and obligations of each of ASSI AL, ASSI CA and ASSI WI.

(b) **Articles of Incorporation.** The Articles of Incorporation of ASSI FL, in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of ASSI FL and shall not be changed or amended by the merger.

(c) **Bylaws.** The Bylaws of ASSI FL as in effect on the Effective Date shall continue in full force and effect as the Bylaws of ASSI FL and shall not be changed or amended by the merger.

(d) **Directors and Officers.** Until altered by the stockholders or directors, as the case may be, of ASSI FL, the duly elected directors and officers of ASSI FL shall continue to serve as the directors and officers of ASSI FL and shall not be changed or otherwise affected by the merger.

5. **CONDITIONS OF MERGER.**

This Agreement shall promptly be submitted to the shareholders of each of ASSI AL, ASSI CA and ASSI WI and ASSI FL for approval. The unanimous affirmative vote of the shareholders of each of ASSI AL, ASSI CA and ASSI WI entitled to vote and the affirmative vote of the shareholders of ASSI FL shall be required for such approval.

6. **GENERAL PROVISIONS.**

(a) **Entire Agreement.** This Agreement constitutes the entire Agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, among the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

(b) **Headings.** The headings in the Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

(c) **Expenses.** ASSI FL shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(d) **Amendment; Termination.** This Agreement may be terminated or amended by the mutual consent of the Boards of Directors of each of ASSI AL, ASSI CA and ASSI WI and ASSI FL, whether before or after approval of this Agreement by the sole shareholders of each of ASSI AL, ASSI CA and ASSI WI or the shareholders of ASSI FL.

(e) **Counterparts.** This Agreement may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

(f) **Further Assurances.** ASSI AL, ASSI CA and ASSI WI each agree that from time to time following the Effective Date, as and when requested by ASSI FL, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as ASSI FL may deem necessary or desirable, in order more fully to vest in and confirm to ASSI FL title to and possession of all of its said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

[signature page to follow]

IN WITNESS WHEREOF, each business entity that is a party hereto has caused its duly authorized officer to execute this Agreement and Plan of Merger.

ASSI OF ALABAMA, INC.,
an Alabama corporation

By: _____
Robert N. Doolan, Vice President

AMERICAN SENIOR SERVICES OF
CALIFORNIA, INC., a California
corporation

By: _____
Robert N. Doolan, Vice President

ASSI OF WISCONSIN, INC.,
a Wisconsin corporation

By: _____
Robert N. Doolan, Vice President

AMERICAN SENIOR SERVICES, INC.,
a Florida corporation

By: _____
Robert N. Doolan, Vice President