

P110000053618

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H160003143213)))



H160003143213ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614) 280-3338  
Fax Number : (954) 208-0845

FILED  
SECRETARY OF CORPORATIONS  
16 DEC 23 AM 10:06

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE

HCR Manor Care Services of Florida III, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED  
SECRETARY OF CORPORATIONS  
16 DEC 23 AM 10:37

Electronic Filing Menu

Corporate Filing Menu

Help

DEC 27 2016  
C McNAIR

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HCR Manor Care Services of Florida III, Inc  
Name of Surviving Corporation

FILED STATE  
SECRETARY OF CORPORATIONS  
16 DEC 23 AM 10:06

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Cheryl Adamski  
Contact Person

HCR ManorCare  
Firm/Company

333 N. Summit Street  
Address

Toledo, Ohio 43604  
City/State and Zip Code

cadamski@hcr-manorcare.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Adamski At ( 419 ) 252-5837  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 DEC 23 AM 10:07

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes,

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HCR Manor Care Services of Florida III, Inc	Florida	P11000053618

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HCR Manor Care Services of Florida II, Inc	Florida	P08000024469

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/22/2016 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/22/2016 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

HCR Manor Care Services of



Patricia A. McCormick, Secretary

Florida II, Inc.

HCR Manor Care Services of



Patricia A. McCormick, Secretary

Florida III, Inc.

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>HCR Manor Care Services of Florida III, Inc</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>HCR Manor Care Services of Florida II, Inc</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

At the Effective Time (as hereinafter defined), HCR Manor Care Services of Florida II, Inc. shall be merged with and into HCR Manor Care Services of Florida III, Inc. (the "Merger"), the separate existence of HCR Manor Care Services of Florida II, Inc. shall cease, and HCR Manor Care Services of Florida III, Inc. shall continue as the surviving entity.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of stock in the merging corporation outstanding immediately prior to the effective time shall, by virtue of the Merger and without any action on the part of the holder hereof, be canceled and no consideration shall be issued in respect thereof.  
*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: