



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** KINDLING CARE HOMES I, INC.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

ROMY B. JURADO

\_\_\_\_\_  
Contact Person

JURADO & FARSHCHIAN, P.L.

\_\_\_\_\_  
Firm/Company

12955 BISCAYNE BLVD. SUITE 328

\_\_\_\_\_  
Address

NORTH MIAMI, FL 33181

\_\_\_\_\_  
City/State and Zip Code

ROMY@JLAWFIRM.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ROMY B. JURADO

\_\_\_\_\_  
Name of Contact Person

At ( 305 ) 921-0440

\_\_\_\_\_  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 10, 2015

ROMY B. JURADO  
JURADO & FARSHCHIAN, P.L.  
12955 BISCAYNE BLVD - STE. 328  
NORTH MIAMI, FL 33181

SUBJECT: KINDLING CARE HOMES I, INC.  
Ref. Number: P14000042167

We have received your document for KINDLING CARE HOMES I, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include 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.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 815A00019116

CEIVED

15 SEP 29 AM 7:30

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 SEP 29 AM 9:58

**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)
KINDLING CARE HOMES I, INC.	FLORIDA	P14000042167

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KINDLING CARE HOMES II, INC.	FLORIDA	P14000042231
KINDLING CARE HOMES III, INC.	FLORIDA	P14000042146
KINDLING CARE HOMES IV, INC.	FLORIDA	P14000042234

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 AUGUST 31ST 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 AUGUST 31ST 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **surviving** corporation is:

<b>NAME</b>	<b>JURISDICTION</b>
KINDLING CARE HOMES I, INC.	The State of Florida

The name of each **merging** corporation is:

<b>NAME</b>	<b>JURISDICTION</b>
KINDLING CARE HOMES II, INC.	The State of Florida
KINDLING CARE HOMES III, INC.	The State of Florida
KINDLING CARE HOMES IV, INC.	The State of Florida

2. The terms and conditions of the merger are as follows:

- a. Articles of Merger must be executed by KINDLING CARE HOMES I, INC., and by KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC., and filed with the Florida Department of State, Division of Corporations.
- b. KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. shall merge into KINDLING CARE HOMES I, INC. and cease to exist.
- c. Title to all property owned by KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. shall vest in KINDLING CARE HOMES I, INC. without reversion or impairment.
- d. KINDLING CARE HOMES I, INC. shall become responsible for all liabilities of KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC.
- e. Any claim or action against KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. continues against KINDLING CARE HOMES I, INC.
- f. Creditors of KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. shall become creditors of KINDLING CARE HOMES I, INC.
- g. The members of KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. shall become members of KINDLING CARE HOMES I, INC.

3. A statement of any changes in the Articles of Incorporation of the surviving corporation to be effected by the merger is as follows:
  - a. NONE.
4. Other provisions related to the merger are as follows:
  - a. All real property in any other state, including North Carolina, formerly owned by KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC., shall vest in KINDLING CARE HOMES I, INC. without reversion or impairment.
  - b. On the effective date of merger, by virtue of the Merger and without any action on the part of the surviving corporation or KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC. or the holders of shares of capital stock of KINDLING CARE HOMES II, INC., KINDLING CARE HOMES III, INC., KINDLING CARE HOMES IV, INC.:
    - a. Each share of common stock of KINDLING CARE HOMES II, INC. issued and outstanding immediately prior to the effective date of merger will be converted into the right to receive one validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Such KINDLING CARE HOMES II, INC. shares may be exchanged by the holders thereof for certificates representing the appropriate number of shares of common stock of the surviving corporation at any time after the effective date.
    - b. Each share of common Stock of KINDLING CARE HOMES III, INC. issued and outstanding immediately prior to the effective date of merger will be converted into the right to receive one validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Such KINDLING CARE HOMES III, INC. shares may be exchanged by the holders thereof for certificates representing the appropriate number of shares of common stock of the surviving corporation at any time after the effective date.
    - c. Each share of common Stock of KINDLING CARE HOMES IV, INC. issued and outstanding immediately prior to the effective date of merger will be converted into the right to receive one validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Such KINDLING CARE HOMES IV, INC. shares may be exchanged by the holders thereof for certificates representing the appropriate number of shares of common stock of the surviving corporation at any time after the effective date.
    - d. Each share of capital stock of KINDLING CARE HOMES I, INC. issued and outstanding immediately prior to the effective date of merger will remain outstanding following the completion of the Merger.
  - c. The effective date of the merger shall be the 31st day of August, 2015.