

P16000036492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100291072801

10/11/16--01005--026 **70.00

2016 OCT 11 PM 2:26

CLERK OF COURT
JULIA L. BROWN
JULIA L. BROWN
JULIA L. BROWN

OCT 12 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lifebridge, 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:

Kas R. DeCarvalho, Esq.

Contact Person

Pannone Lopes Devereaux & West LLC

Firm/Company

317 Iron Horse Way, Suite 301

Address

Providence, RI 02908

City/State and Zip Code

kd@pldw.com

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

For further information concerning this matter, please call:

Kas R. DeCarvalho, Esq. At (401) 824-5121

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

ARTICLES OF MERGER
(Profit Corporations)

SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 OCT 11 PM 2:26

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)
Lifebridge, Inc.	Florida	P16000036492

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lifebridge, Inc.	Massachusetts	0000840085

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
August 1, 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
August 1, 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

Lifebridge, Inc. (FL)

Paul Capuzziello,

Paul T. Capuzziello

Lifebridge, Inc. (MA)

Paul Capuzziello

Paul T. Capuzziello

2016 OCT 11 PM 2:27

PLAN OF MERGER

(Non Subsidiaries)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

2016 OCT 11 PM 2:27

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:

Name

Jurisdiction

Lifebridge, Inc.

Florida

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

Name

Jurisdiction

Lifebridge, Inc.

Florida Massachusetts

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

See attached.

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:

(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:

n/a

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

n/a

FILED
CLERK OF SUPERIOR COURT
DIVISION OF COURT REPORTERS
2016 OCT 11 PM 2:27

Attachment to Articles of Merger

2016 OCT 11 PM 2:27

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

Upon the Effective Date of the Merger, the separate existence of the Massachusetts corporation Lifebridge, Inc. ("Lifebridge MA") shall cease and the Florida corporation, Lifebridge, Inc. ("Lifebridge FL"), as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Lifebridge MA's Boards of Directors, (iii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Lifebridge MA in the same manner as if Lifebridge FL had itself incurred them, all as more fully provided under the applicable provisions of the Massachusetts Business Corporations Law and the Florida Business Corporation Act.

Upon the effectiveness of the Merger, the Certificate of Incorporation of Lifebridge FL as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

The Bylaws of Lifebridge FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

Directors and Officers. The directors and officers of Lifebridge FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

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:

100% of the issued and outstanding shares of the MA corporation Lifebridge, Inc. will be converted into shares of the Florida corporation Lifebridge, Inc.