

P95000015507

(Requestor's Name)  
(Address) WENOT  
224-1585  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-03/02/95--01104--008  
\*\*\*\*621.25 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HEALTHMARK CORP.  
(Corporation Name) (Document #)
2. HEALTHMARK OF CALIFORNIA  
(Corporation Name) (Document #) Merger
3. HEALTHMARK OF CALIFORNIA  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 200 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

120.50  
X 3  
367.50

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 FEB 22 PM 1:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

70  
AGENT FEE  
52.50  
122.50  
Examiner's Initials

**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

**ARTICLES OF MERGER**  
Merger Sheet

.....  
MERGING:

HEALTHMARK OF GADSDEN, INC., an Alabama corporation P39486

INTO

HEALTHMARK OF GADSDEN, INC., a Florida corporation, P95000015507

File date: February 22, 1995

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER OF  
HEALTHMARK OF GADSDEN, INC., an Alabama corporation  
INTO  
HEALTHMARK OF GADSDEN, INC., a Florida corporation

FILED  
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SECRETARY OF STATE  
ALABAMA, FLORIDA

ARTICLE I  
Names and Surviving Corporation

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Healthmark of Gadsden, Inc.	Florida
Healthmark of Gadsden, Inc.	Alabama

Healthmark of Gadsden, Inc., an Alabama corporation, has its articles of incorporation filed in Jefferson County, Alabama. Healthmark of Gadsden, Inc., a Florida corporation, shall be the surviving corporation.

ARTICLE II  
Plan of Merger

The plan of merger is attached hereto as Exhibit A.

ARTICLE III  
Date of Approval by Healthmark of Gadsden, Inc. (Florida)

The board of directors of Healthmark of Gadsden, Inc., a Florida corporation, approved the plan of merger on 1-17-1995, 1994.<sup>5</sup> As of the date hereof, there are no shareholders of Healthmark of Gadsden, Inc., a Florida corporation.

ARTICLE IV  
Date of Adoption by Healthmark of Gadsden, Inc. (Alabama)

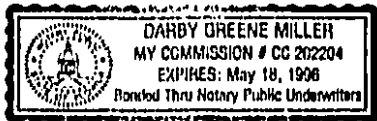
The board of directors of Healthmark of Gadsden, Inc., an Alabama corporation, adopted the plan of merger by unanimous vote on 1-17-1995, 1994.<sup>5</sup>

There are 300,000 outstanding shares of voting stock in Healthmark of Gadsden, an Alabama corporation, which carry with them an equal amount of votes entitled to be cast on the plan of merger. The votes cast were sufficient to duly approve the plan of merger when the sole shareholder cast all 300,000 votes for the approval of the plan of merger on 1-17-1995, 1994.<sup>5</sup>

STATE OF Florida  
COUNTY OF Walton

The foregoing instrument was verified before me this 17<sup>th</sup> day of December, 1994, by James H. Thompson, President of Healthmark of Gadsden, Inc., an Alabama corporation, who is personally known to me and who did take an oath.

[SEAL]

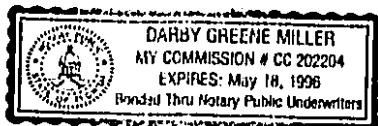


Darby Greene Miller  
Notary Public  
Printed Name: DARBY GREENE MILLER

STATE OF Florida  
COUNTY OF Walton

The foregoing instrument was verified before me this 17<sup>th</sup> day of December, 1994, by James H. Thompson, President of Healthmark of Gadsden, Inc., a Florida corporation, who is personally known to me and who did take an oath.

[SEAL]



Darby Greene Miller  
Notary Public  
Printed Name: DARBY GREENE MILLER

**ARTICLE V**  
**Date Effective**

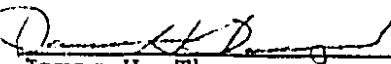
The merger shall be effective at the close of business on  
January 17, 1994.

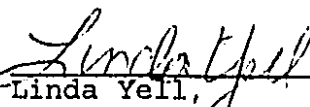
Dated this 17<sup>th</sup> day of January 1994.

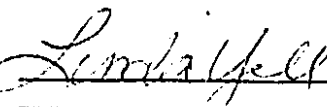
**HEALTHMARK OF GADSDEN, INC.,**  
a Florida corporation

**HEALTHMARK OF GADSDEN, INC.,**  
an Alabama corporation

By:   
James H. Thompson,  
Its President

By:   
James H. Thompson  
Its President

By:   
Linda Yell,  
Its Treasurer

By:   
Its Treasurer

**PLAN OF MERGER OF  
HEALTHMARK OF GADSDEN, INC. (Alabama)  
INTO  
HEALTHMARK OF GADSDEN, INC. (Florida)**

Healthmark of Gadsden, Inc., an Alabama corporation, and Healthmark of Gadsden, Inc., a Florida corporation, hereby adopt the following plan of merger on the 17<sup>th</sup> day of January, 1994.<sup>5</sup>

1. The name of each corporation planning to merge is:  
Healthmark of Gadsden, Inc., a Florida corporation  
Healthmark of Gadsden, Inc., an Alabama corporation
2. The name of the surviving corporation is:  
Healthmark of Gadsden, Inc., a Florida corporation
3. The terms and conditions of the proposed merger and the manner and basis of converting the shares of Healthmark of Gadsden, Inc., an Alabama corporation, into shares of the surviving corporation is as follows:

On or after the effective date, the shareholders of the outstanding shares of common stock of Healthmark of Gadsden, Inc., an Alabama corporation, upon surrender of the certificates representing such shares, shall receive a certificate for the same number of shares of Healthmark of Gadsden, Inc., a Florida corporation. All rights with respect to shares of stock of Healthmark of Gadsden,

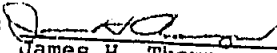
Inc., an Alabama corporation, as of the effective date of the merger shall cease and terminate, notwithstanding that any certificate for such shares shall not have been surrendered to Healthmark of Gadsden, Inc., a Florida corporation. There are no outstanding shares of Healthmark of Gadsden, Inc., a Florida corporation. On the effective date, each share of the outstanding common stock of Healthmark of Gadsden, Inc., an Alabama corporation, shall be converted into one share of Healthmark of Gadsden, Inc., a Florida corporation, common stock having a par value of \$.01 per share.

4. The Articles of Incorporation and the Bylaws of Healthmark of Gadsden, Inc., a Florida corporation, shall be the Articles of Incorporation of the surviving corporation. No amendments to the Articles of Incorporation will be made as a result of the merger.


5. The directors and officers of Healthmark of Gadsden, Inc., a Florida corporation, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected and qualified.

6. The effective date of the merger shall be at the close of business on January 12, 1994<sup>5</sup>.

HEALTHMARK OF GADSDEN, INC.,  
a Florida corporation

By:   
James H. Thompson,  
Its President

HEALTHMARK OF GADSDEN, INC.,  
an Alabama corporation

By:   
James H. Thompson,  
Its President



P 950000 15507

OFFICE USE ONLY (Document #)

CARLTON FIELDS

(Requestor's Name)

(Address)

WENDY

(City, State, Zip)

(Phone #)

234-1585

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1995 FEB 22 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HEALTHMARK OF GARDEN, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION  
OF  
HEALTHMARK OF GADSDEN, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

Name

The name of the corporation is Healthmark of Gadsden, a Florida corporation (the "Corporation").

**ARTICLE II**

Principal Office

The principal office of the Corporation is 25 West Cedar Street, Pensacola, Florida 32501.

**ARTICLE III**

Stock

The Corporation shall have authority to issue 5,000,000 shares of \$0.01 par value common stock.

**ARTICLE IV**

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 25 West Cedar Street, Pensacola, Florida 32501 and the name of its initial registered agent at that address is James H. Thompson.

**ARTICLE V**

Incorporator

The name and address of the incorporator are:

Name

Address

James H. Thompson

25 West Cedar Street  
Pensacola, Florida 32501

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**Initial Directors**

The Corporation initially shall have three directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
James H. Thompson	25 West Cedar Street Pensacola, Florida 32501
Linda Yell	25 West Cedar Street Pensacola, Florida 32501
Jon Hufstedler	25 West Cedar Street Pensacola, Florida 32501

Dated this 17<sup>th</sup> day of January, 1994.

  
James H. Thompson, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned: (i) agrees to act in this capacity; (ii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) accepts the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 17<sup>th</sup> day of January, 1994.

  
James H. Thompson, Registered Agent

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TALLAHASSEE, FLORIDA

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