

P96000011272

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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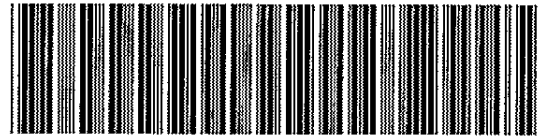
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SunMark of New Mexico, 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:

Anne Rider-Legal Department
(Contact Person)

SunMark of New Mexico, Inc.
(Firm/Company)

101 Sun Ave. NE
(Address)

Albuquerque, NM 87109
(City/State and Zip Code)

For further information concerning this matter, please call:

Anne Rider At (505) 821-3355
(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)

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)
SunMark of New Mexico, Inc.	New Mexico	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SunBridge Healthcare of Florida, Inc.	Florida	P96000011272

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.)

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 23, 2006 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 23, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

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CLERK OF THE
STATE OF
FLORIDA
TALLAHASSEE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

SunMark of New Mexico, Inc.

with Bay

Michael T. Berg, Secretary

SunBridge Healthcare of Florida, Inc.

and Big

Michael T. Berg, Secretary

PLAN OF MERGER approved on August 23, 2006 by SunBridge Healthcare of Florida, Inc., a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on August 23, 2006 by SunMark of New Mexico, Inc., a business corporation organized under the laws of the State of New Mexico, and by resolution adopted by its Board of Directors on said date.

1. SunBridge Healthcare of Florida, Inc and SunMark of New Mexico, Inc. shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Business Corporation Act of the State of New Mexico, be merged with and into a single corporation, to wit, SunMark of New Mexico, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Act of the State of New Mexico. The separate existence of SunBridge Healthcare of Florida, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of New Mexico shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of New Mexico.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of New Mexico.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of New Mexico shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. The issued shares of the terminating corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of said effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Florida

Business Corporation Act and in accordance with the provisions of the Business Corporation Act of the State of New Mexico, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New Mexico, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all things, and to make, execute, deliver, file, and/or record and any all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.