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(Requestor's Name)

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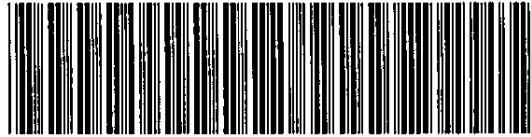
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 SEP 28 AM 11:59

FILED

Effective date  
9-30-12  
Merger NC

OCT - 8 2012

T. LEWIS

**Lewis, Thelma**

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**From:** Tyler, Jennifer <jtyler@balch.com>  
**Sent:** Friday, October 05, 2012 3:08 PM  
**To:** Lewis, Thelma  
**Cc:** Sprinkle, Philip  
**Subject:** Care Span, Inc. Merger Document - Replacement Pages  
**Attachments:** Replacement Page 2 - Articles of Merger - Care Span, Inc..pdf; Replacement Page 2 - Plan of Merger - Care Span, Inc..pdf

Ms. Lewis,

Thank you so much for taking the time this morning to discuss the Care Span, Inc. Merger with us, and for agreeing to accept the replacement pages attached hereto. The first attachment is a replacement page #2 to the Articles of Merger for Care Span, Inc. (the Surviving Entity) and the second attachment is a replacement page #2 to the Plan of Merger for Care Span, Inc. All other pages to the merger documents remain unaffected. If you have any further concerns regarding this merger, please do not hesitate to contact us.

Have a great weekend.

Sincerely,  
Jenny

**BALCH**  
A BINGHAM LLP

Jennifer E. Tyler, Attorney, Balch & Bingham LLP  
30 Ivan Allen Jr. Boulevard, N.W. • Suite 700 • Atlanta, GA 30308-3036  
t: (404) 962-3558 f: (866) 270-1277 e: [jtyler@balch.com](mailto:jtyler@balch.com)  
[www.balch.com](http://www.balch.com)

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PHILIP M. SPRINKLE II  
t: (404) 962-3573 (888) 360-9093  
f: (866) 811-7365  
e: [psprinkle@balch.com](mailto:psprinkle@balch.com)

September 27, 2012

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger of Caritas WomanCare, Inc. and Anthony Ware Orthopaedics, Inc., all Florida for profit corporations (the "Merging Entities") into Care Span, Inc., a Florida for profit corporation (the "Surviving Entity")

Dear Sir/Madame:

Enclosed herein, please find: (1) Articles of Merger and (2) Plan of Merger for the merger of Caritas WomanCare, Inc. and Anthony Ware Orthopaedics, Inc., all Florida for profit corporations (the "Merging Entities") into Care Span, Inc., a Florida for profit corporation (the "Surviving Entity").

Please note that the designated effective date of the merger is **September 30, 2012**. Additionally, as indicated in the Articles of Merger and Plan of Merger, the name of the Surviving Entity is changing from Care Span, Inc. to **"SCHF For-Profit Wind-Down, Inc."**

We respectfully request that you return to us at your earliest convenience a certified copy of the filed documents. Enclosed is a certified check in the amount of \$113.75, which represents the required filing fee of \$35.00 for each of the 3 entities involved in the merger and \$8.75 for the certified copy.

If you should have any questions regarding the foregoing merger, or if you need any additional documentation, please do not hesitate to contact me at [psprinkle@balch.com](mailto:psprinkle@balch.com) or (888) 360-9093 or my associate, Ms. Jennifer Tyler, at [jtyler@balch.com](mailto:jtyler@balch.com) or (404) 962-3558.

Thank you so much for your assistance.

BALCH & BINGHAM LLP

Florida Department of State  
Division of Corporations  
September 27, 2012  
Page 2

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Sincerely,

A handwritten signature in cursive script, appearing to read "P. M. Sprinkle II".

Philip M. Sprinkle II

PMS:jet

Enclosures

**ARTICLES OF MERGER**  
**OF**  
**CARITAS WOMANCARE, INC. AND ANTHONY WARE ORTHOPAEDICS, INC.,**  
**all Florida for profit corporations**  
**INTO**  
**CARE SPAN, INC.**  
**a Florida for profit corporation**

**FILED**  
**2012 SEP 28 AM 11:59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*Effective date*  
*9-30-12*

Pursuant to, among other sections, Sections 607.1104, 607.1105, and 607.1109 of Florida Statutes (collectively referred to as the "Acts"), Caritas WomanCare, Inc. and Anthony Ware Orthopaedics, Inc., which are Florida for profit corporations (collectively referred to as the "Merging Entities"), and Care Span, Inc. ("Surviving Entity"), a Florida for profit corporation, hereby execute these Articles of Merger for the purpose of merging the Merging Entities with and into Care Span, Inc. (the "Merger"). The Merger is permitted by the laws of the State of Florida.

**ARTICLE ONE**

The Merging Entities are all Florida for profit corporations. All of the Merging Entities are wholly-owned subsidiaries of Space Coast Health Foundation, Inc. ("SCHF"), a Florida not for profit corporation.

**ARTICLE TWO**

The Surviving Entity is Care Span, Inc., a Florida for profit corporation. The Surviving Entity is also a wholly-owned subsidiary of SCHF.

### ARTICLE THREE

The Plan of Merger setting forth the terms and conditions of the Merger is attached as Exhibit A hereto and made a part hereof.

### ARTICLE FOUR

The attached Plan of Merger and these Articles of Merger were unanimously approved on July 23, 2012 at a duly called and convened meeting by the respective Boards of Directors and Sole Shareholder of each of the Merging Entities and the Surviving Entity in accordance with the applicable provisions of the Acts.

### ARTICLE FIVE

In addition to the unanimous approval of the attached Plan of Merger and these Articles of Merger, Article I of the Surviving Entity's Articles of Incorporation is deleted in its entirety and the following is inserted in lieu thereof:

#### "ARTICLE I – NAME

The name of this corporation (the 'Corporation') shall be:

**"SCHF FOR-PROFIT WIND-DOWN, INC."**

Said amendment to the Surviving Entity's Articles of Incorporation shall be effective on the Effective Date as hereinafter defined.

### ARTICLE SIX

The Merger shall become effective on September 30, 2012 (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of the Merging Entities and the Surviving Entity as of the 24th day of September, 2012.

SURVIVING ENTITY:

CARE SPAN, INC.

By: Space Coast Health Foundation, Inc.

Its: Sole Shareholder

By: [Signature]

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: Care Span, Inc.

Its: Board of Directors

By: [Signature]

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: [Signature]

Name: Bill Bancroft

Title: Director

By: [Signature]

Name: Valerie Browne-Krimsely

Title: Director

By: [Signature]

Name: James Dwight

Title: Director

By: [Signature]

Name: Larry Schultz

Title: Director

By: [Signature]

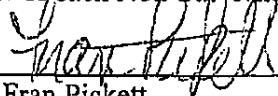
Name: Scott Huff

Title: Director

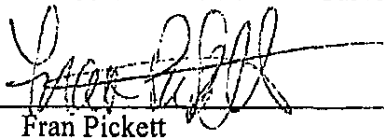
NON-SURVIVING ENTITIES:

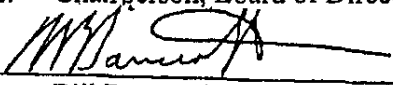
CARITAS WOMANCARE, INC.  
ANTHONY WARE ORTHOPAEDICS, INC.

By: Space Coast Health Foundation, Inc., the  
Sole Shareholder of each Non-Surviving Entity

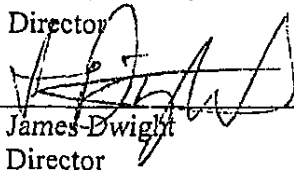
By:   
Name: Fran Pickett  
Title: Chairperson, Board of Directors

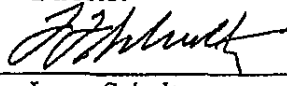
By: The Board of Directors of each Non-Surviving  
Entity

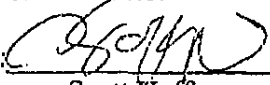
By:   
Name: Fran Pickett  
Title: Chairperson, Board of Directors

By:   
Name: Bill Bancroft  
Title: Director

By: \_\_\_\_\_  
Name: Valerie Browne-Krimsely  
Title: Director

By:   
Name: James Dwyer  
Title: Director

By:   
Name: Larry Schultz  
Title: Director

By:   
Name: Scott Huff  
Title: Director



IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of the Merging Entities and the Surviving Entity as of the 24th day of September, 2012.

SURVIVING ENTITY:

CARE SPAN, INC.

By: Space Coast Health Foundation, Inc.

Its: Sole Shareholder

By: 

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: Care Span, Inc.

Its: Board of Directors

By: 

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: \_\_\_\_\_

Name: Bill Bancroft

Title: Director

By: 

Name: Valerie Browne-Krimsely

Title: Director

By: 

Name: James Dwight

Title: Director

By: 

Name: Larry Schultz

Title: Director

By: 

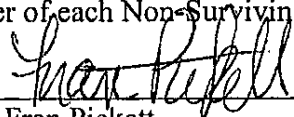
Name: Scott Huff

Title: Director


NON-SURVIVING ENTITIES:

CARITAS WOMANCARE, INC.  
ANTHONY WARE ORTHOPAEDICS, INC.

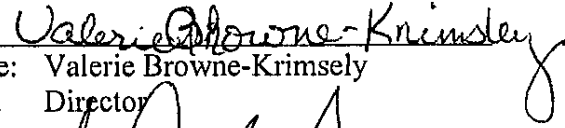
By: Space Coast Health Foundation, Inc., the  
Sole Shareholder of each Non-Surviving Entity

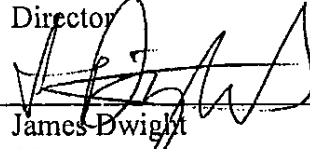
By:   
Name: Fran Pickett  
Title: Chairperson, Board of Directors

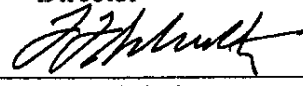
By: The Board of Directors of each Non-Surviving  
Entity

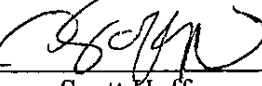
By:   
Name: Fran Pickett  
Title: Chairperson, Board of Directors

By: \_\_\_\_\_  
Name: Bill Bancroft  
Title: Director

By:   
Name: Valerie Browne-Krimsely  
Title: Director

By:   
Name: James Dwight  
Title: Director

By:   
Name: Larry Schultz  
Title: Director

By:   
Name: Scott Huff  
Title: Director

## **PLAN OF MERGER**

**CARITAS WOMANCARE, INC. AND ANTHONY WARE ORTHOPAEDICS, INC.,  
all Florida for profit corporations**

**INTO**

**CARE SPAN, INC.  
a Florida for profit corporation**

This Plan of Merger (the “Plan”) is between Caritas WomanCare, Inc. and Anthony Ware Orthopaedics, Inc., which are Florida for profit corporations (collectively referred to as the “Merging Entities”), and Care Span, Inc. (“Surviving Entity”), a Florida for profit corporation.

1.     Declarations. The Merging Entities and Surviving Entity are each duly organized and validly existing under Florida laws. All of the Merging Entities are wholly-owned subsidiaries of Space Coast Health Foundation, Inc. (“SCHF”), a Florida not for profit corporation. The Surviving Entity is also a wholly-owned subsidiary of SCHF. SCHF desires the merger of the Merging Entities and the Surviving Entity. The purpose of this Plan is to set forth certain terms and conditions under which such transaction shall take place.

2.     The Merger. At the Effective Date (as defined below), the Merging Entities shall be merged with and into the Surviving Entity and the Surviving Entity shall be the surviving entity. Upon consummation of the merger, the separate corporate existence of the Merging Entities shall thereupon cease. The separate existence of the Surviving Entity with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the merger. Upon consummation, the merger shall have the effect specified in *Fla. Stat. § 607.11101*.

3. Effective Date. Upon approval and adoption of this Plan by the respective Sole Shareholder and the Boards of Directors of each of the Merging Entities and the Surviving Entity, the Surviving Entity shall file Articles of Merger with the Florida Department of State. The merger shall become effective upon the Effective Date as hereinafter defined.

4. Articles of Organization and Operating Agreement. Upon approval and adoption of this Plan by the Sole Shareholder and the Boards of Directors of each of the Merging Entities and the Surviving Entity, Article I of the Surviving Entity's Articles of Incorporation shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE I – NAME

The name of this corporation (the 'Corporation') shall be:

**SCHF FOR-PROFIT WIND-DOWN, INC."**

Said amendment to the Surviving Entity's Articles of Incorporation shall be effective on September 30, 2012 (the "Effective Date"). The Surviving Entity's Articles of Incorporation, as amended, shall, and from and after the Effective Date, be and constitute the Articles of Incorporation of the Surviving Entity until amended in the manner provided by law.

5. Merger. As of the Effective Date, since the Sole Shareholder of each Merging Entity and the Surviving Entity is SCHF, the shareholder interests of the Merging Entities shall merge with the shareholder interests of Surviving Entity. No additional shareholder interests of the Surviving Entity shall be issued. As a result, the shareholder interests of the Merging Entities shall be cancelled and no longer in effect as of the Effective Date.