

P96000034787

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MERGER OR SHARE EXCHANGE**HOME HEALTH CORPORATION OF AMERICA, INC. - TAMPA NUR**

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ARTICLES OF MERGER
OF
HOME HEALTH CORPORATION OF AMERICA, INC. – FORT MYERS
(a Florida Corporation)
WITH AND INTO
HOME HEALTH CORPORATION OF AMERICA, INC. – TAMPA NURSING
(a Florida Corporation)

To the Department of State - State of Florida

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the domestic business corporations herein named do hereby submit the following Articles of Merger.

1. The name and jurisdiction of the surviving corporation is: Home Health Corporation of America, Inc. – Tampa Nursing, a Florida business corporation. Florida Document/Registration Number #P96000034787.
2. The name and jurisdiction of the merging corporation is: Home Health Corporation of America, Inc. – Fort Myers, a Florida business corporation. Florida Document/Registration Number #P07000096643.
3. The Plan of Merger is attached hereto as Exhibit A.
4. The merger shall become effective on June 30, 2008.
5. The attached Plan of Merger was approved by the sole director and the sole shareholder of Home Health Corporation of America, Inc. – Tampa Nursing, the surviving corporation, on June 30, 2008.
6. The attached Plan of Merger was approved by the sole director and the sole shareholder of Home Health Corporation of America, Inc. – Fort Myers, the merging corporation on June 30, 2008.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer as of the 30th day of June, 2008.

HOME HEALTH CORPORATION OF
AMERICA, INC. -- FORT MYERS

By: David S. Geller
Name: David S. Geller
Title: Chief Executive Officer

HOME HEALTH CORPORATION OF
AMERICA, INC. -- TAMPA NURSING

By: David S. Geller
Name: David S. Geller
Title: Chief Executive Officer

Exhibit A
Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is made and dated as of June 30, 2008, by and between Home Health Corporation of America, Inc. - Tampa Nursing ("Tampa"), a business corporation of the State of Florida, and Home Health Corporation of America, Inc. - Fort Myers ("Fort Myers"), a business corporation of the State of Florida.

BACKGROUND

The respective Boards of Directors of Tampa and Fort Myers each have determined that it is desirable and in the best interest of each corporation that Fort Myers be merged into Tampa in accordance with the provisions of this Plan of Merger and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. Merger.

On the Effective Date (as hereinafter defined), Fort Myers shall be merged with and into Tampa, and Tampa shall be the corporation surviving the merger and shall retain its current corporate name (Tampa is also sometimes referred to herein as the "Surviving Corporation"). On the Effective Date of the merger Fort Myers shall cease to exist and thereafter its respective properties, business, assets and liabilities shall become the properties, business, assets and liabilities of Tampa as the surviving corporation, and Tampa shall continue to exist as a corporation under the laws of the State of Florida.

2. Articles of Incorporation.

The Articles of Incorporation of Tampa on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation unless and until otherwise amended or modified.

3. Conversion of Shares.

On the Effective Date, the issued shares of Fort Myers shall not be converted in any manner, but each share of Fort Myers which is issued or held in treasury immediately prior to the Effective Date shall be surrendered and extinguished.

4. Bylaws.

The Bylaws of Tampa on the Effective Date shall be and remain the Bylaws of the Surviving Corporation unless and until otherwise amended or modified.

5. Directors and Officers.

The directors and officers of Tampa immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The merger shall be effective on June 30, 2008 (the "Effective Date").

7. Amendment.

Tampa and Fort Myers, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time before or after approval hereof by the shareholders, but, after any such approval, no amendment shall be made which substantively changes the terms hereof without the further approval of such shareholders.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary, or other authorized person, of Tampa and Fort Myers, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by Tampa.

10. Termination.

This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the respective Boards of Directors of Tampa and Fort Myers.

11. Governing Law.

This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Plan of Merger to be signed by a duly authorized officer as of the 30th day of June, 2008.

HOME HEALTH CORPORATION OF
AMERICA, INC. - FORT MYERS

By: David S. Geller
Name: David S. Geller
Title: Chief Executive Officer

HOME HEALTH CORPORATION OF
AMERICA, INC. - TAMPA NURSING

By: David S. Geller
Name: David S. Geller
Title: Chief Executive Officer