

P97000086606

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

Daytona Beach Healthcare & Rehabilitation, Inc

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

EFFECTIVE DATE
10-31-00

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/30

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COULLETTE OCT 31 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

ST. AUGUSTINE HEALTH CARE & REHABILITATION, INC., a Florida
corporation, P97000088583

CRYSTAL RIVER HEALTHCARE & REHAB, INC., a Florida corporation,
P97000052833

CYPRESS REHAB & HEALTHCARE, INC., a Florida corporation,
P97000088577

INTO

DAYTONA BEACH HEALTHCARE & REHABILITATION, INC., a Florida entity,
P97000086606

File date: October 30, 2000, effective October 31, 2000

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Daytona Beach Healthcare & Rehabilitation, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
St. Augustine Health Care & Rehabilitation, Inc.	Florida
Crystal River Healthcare & Rehab, Inc.	Florida
Cypress Rehab & Healthcare, Inc.	Florida

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 10 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 9/22/2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

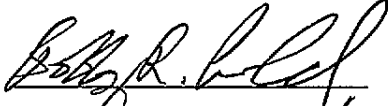
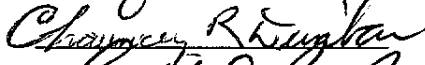

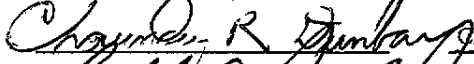
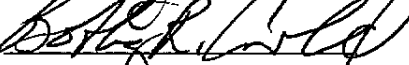
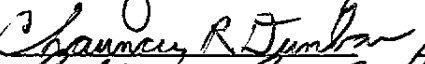
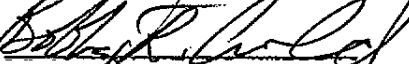
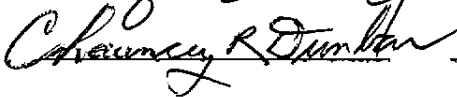
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 9/22/2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

EFFECTIVE DATE
10-31-00

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Daytona Beach Healthcare & Rehabilitation, Inc.		Bobby R. Arnold, Shareholder, Director & President
		Chauncey R. Dunbar, Secretary & Treasurer
St. Augustine Health Care & Rehabilitation, Inc.		Bobby R. Arnold, Shareholder, Director & President
		Chauncey R. Dunbar, Secretary & Treasurer
Crystal River Healthcare & Rehab, Inc.		Bobby R. Arnold, Shareholder, Director & President
		Chauncey R. Dunbar, Secretary & Treasurer
Cypress Rehab & Healthcare, Inc.		Bobby R. Arnold, Shareholder, Director & President
		Chauncey R. Dunbar, Secretary & Treasurer

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Daytona Beach Healthcare & Rehabilitation, Inc.

Florida

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

Name

Jurisdiction

St. Augustine Health Care & Rehabilitation, Inc.

Florida

Crystal River Healthcare & Rehab, Inc.

Florida

Cypress Rehab & Healthcare, Inc.

Florida

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

As of the effective date of merger, all assets and liabilities of the merging corporations shall be transferred to and shall become the assets and liabilities of 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:

The surviving corporation and the merging corporations have the same shareholder who owns 100% of the issued and outstanding stock of all four corporations. The issued and outstanding shares of the merger corporations shall be cancelled, but no additional shares of the surviving corporation shall be issued.

(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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

PLAN OF MERGER

1. The names and states of incorporation of the corporations proposing to merge are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Daytona Beach Healthcare & Rehabilitation, Inc.	Florida
St. Augustine Health Care & Rehabilitation, Inc.	Florida
Crystal River Healthcare & Rehab, Inc.	Florida
Cypress Rehab & Healthcare, Inc.	Florida

2. On the effective date of the merger, St. Augustine Health Care & Rehabilitation, Inc., Crystal River Healthcare & Rehab, Inc., Cypress Rehab & Healthcare, Inc. which shall be known as merging corporations, shall be merged with and into Daytona Beach Healthcare & Rehabilitation, Inc., which shall be known as the surviving corporation, and the separate existence of the merging corporations shall cease.
3. As of the effective date of the Merger, all assets and liabilities of the merging corporations shall be transferred to and shall become the assets and liabilities of the surviving corporation.
4. All of the issued and outstanding shares of the surviving corporation and the merging corporations are owned by Bobby R. Arnold, therefore, on the effective date of the merger, all of the issued and outstanding shares of the merging corporations shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor.
5. The Articles of Incorporation, By-Laws, officers and directors of the surviving corporation immediately prior to the effective date of the merger shall continue to be the Articles of Incorporation, By-Laws, officers and directors of the surviving corporation after the effective date of the merger until lawfully changed.
6. The merger shall become effective on October 31, 2000.
7. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of each merging corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and each merging corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and each merging corporation respectively. Each merging corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and

instruments and to take cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.