

P99000003230

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MERGER OR SHARE EXCHANGE

JENSEN PHYSICAL THERPY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

EFFECTIVE DATE  
07-31-05

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C. Coulliette JUL 21 2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 19, 2005

JENSEN PHYSICAL THERAPY, INC.  
702 JENSEN BEACH BLVD.  
JENSEN BEACH, FL 34957

SUBJECT: JENSEN PHYSICAL THERAPY, INC.  
REF: P99000003230

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Where is the Articles of Merger? We only received the Plan and Agreement. In order to examine this document properly to determine the possibility of filing it, we must have all of the document to make that decision.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

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Letter Number: 505A00047355

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TALLAHASSEE, FLORIDA  
CLERK OF STATE

**ARTICLES OF MERGER**  
  
**of**  
  
**TREASURE COAST THERAPY SERVICES, INC.**  
**A Florida Corporation**  
**into**  
**JENSEN PHYSICAL THERAPY, INC.**  
**A Florida Corporation, the Survivor**

Treasure Coast Therapy Services, Inc. ("Treasure Coast") and Jensen Physical Therapy, Inc. ("Jensen" or "Survivor"), after approval by their shareholders, execute and file these Articles of Merger pursuant to F.S. 607.1105 as follows:

1. The name and jurisdiction of the surviving corporation is: Jensen Physical Therapy, Inc., a Florida corporation, Document No. P99000003230.
2. The name and jurisdiction of each merging corporation is: Treasure Coast Therapy Services, Inc., a Florida corporation, Document No. P98000084590.
3. The Agreement and Plan of Merger is attached.
4. The merger shall become effective on the date of the filing of the Articles of Merger with the Florida Department of State, or July 31, 2005, whichever date is later.
5. The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on July 5, 2005.
6. The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on July 5, 2005.

**JENSEN PHYSICAL THERAPY, INC.****TREASURE COAST THERAPY SERVICES, INC.**

By: Craig Sampson  
Craig Sampson, President

By: Craig Sampson  
Craig Sampson, President

EFFECTIVE DATE  
07-31-05

H05000173634

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT"), dated as of the 31 day of July, 2005, between JENSEN PHYSICAL THERAPY, INC., a Florida corporation ("Jensen"), and TREASURE COAST THERAPY SERVICES, INC., a Florida corporation ("Treasure Coast") (sometimes hereinafter collectively referred to as the "Constituent Corporations").

### WITNESSETH

**WHEREAS**, Jensen is a corporation organized and existing under the laws of the State of Florida, with its principal office at 702 Jensen Beach Boulevard, Jensen Beach, Florida 34957; and

**WHEREAS**, the authorized capital stock of Jensen consists of One Thousand (1,000) shares of \$10.00 par value common stock, of which fifty-eight (58) shares are issued and outstanding to Craig Sampson, twenty-six (26) shares are issued and outstanding to Elaine Anderson and twenty-six (26) shares are issued and outstanding to Norma Morrison and two (2) shares are outstanding to Kathleen Krumbholz; and

**WHEREAS**, Treasure Coast is a corporation organized and existing under the laws of the State of Florida, with its principal office at 702 Jensen Beach Boulevard, Jensen Beach, Florida 34957; and

**WHEREAS**, the authorized capital stock of Treasure Coast consists of One Thousand (1,000) shares of \$10.00 par value common stock, of which eighty-nine (89) shares are issued and outstanding to Craig Sampson, fifty-nine (59) shares are issued and outstanding to Randy Davis, and five (5) shares are issued and outstanding to Kathleen Krumbholz; and

**WHEREAS**, the Board of Directors and shareholders of each of the Constituent Corporations has deemed it advisable and to the advantage and welfare of said Corporations and their respective stockholders that Treasure Coast shall be merged with and into Jensen as authorized under and pursuant to the provisions of Section 607.1102 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and have authorized the execution of this Agreement.

**NOW, THEREFORE**, the parties to this Agreement in consideration of the premises and the mutual covenants, agreements and provisions herein contained, do hereby agree that Treasure Coast shall be merged with and into Jensen and Jensen shall be the surviving corporation by virtue of such merger under the Florida Business Corporation Act, and do hereby further agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner of converting the shares of stock of Treasure Coast into the shares of stock of the surviving corporation, Jensen, as follows:

1. On the Effective Date (as hereinafter defined) Treasure Coast shall be merged with and into Jensen and the surviving corporation shall be Jensen.

2. The manner of converting the outstanding shares of capital stock of Treasure Coast into shares of Jensen shall be as follows:

- (a) Each share of common stock of Treasure Coast, whether issued and outstanding on the Effective Date or whether held as treasury shares, shall, without any action on the part of the stockholders thereof, shall be deemed cancelled as of the Effective Date, and;
- (b) Immediately following the Effective Date, Jensen shall issue to each former shareholder of Treasure Coast one share of the common stock of Jensen for each share of common stock formerly owned by each shareholder in Treasure Coast, with such shares being issued as fully paid and non-assessable.

3. The terms and conditions of the merger hereunder are as follows:

- (a) Each party shall pay its share of the expenses of carrying this Agreement into effect and of accomplishing the merger contemplated herein.
- (b) On the Effective Date of the merger, the separate existence of Treasure Coast shall cease and the surviving corporation shall be Jensen in accordance with the provisions of the Florida Business Corporation Act. Jensen shall possess all property, real and personal, and all debts due to Treasure Coast shall be vested in Jensen, and all property, rights, privileges, powers, franchises and all other interests of Treasure Coast shall thereafter be the property of Jensen, and all debts, liabilities and duties of Treasure Coast shall thereafter attach to Jensen and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Jensen.
- (c) If at any time Jensen shall consider or be advised that further assignments or assurances in the law or any things are necessary or desirable to vest in Jensen, according to the terms hereof, the title to any property, rights, privileges or franchises of Treasure Coast, the proper officers and directors of both parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all thing necessary to vest in Jensen title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Agreement.
- (d) The by-laws of Jensen in effect on the Effective Date shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

- (c) On the Effective Date, the director and officers of the surviving corporation shall become:

**OFFICERS**

Craig Sampson, President and CEO  
Randy Davis, Vice President and COO  
Kathleen Krumbholz, Secretary  
Craig Sampson, Treasurer  
James Butterfield, COSO

**DIRECTORS**

Craig Sampson, Chairman  
Kathleen Krumbholz  
Sally Gibson  
Randy Davis  
Leila Darress  
Glenn Hasell  
Norma Morrison

until the next annual meetings of stockholders and board of directors and until their successors shall have been elected and qualified.

4. This Agreement will become effective when it has been duly adopted, accepted and authorized by the Boards of Directors and stockholders of both Treasure Coast and Jensen.

5. The Effective Date of the merger shall be the later of the following dates and times:  
(1) the date that Articles of Merger are filed with the Office of the Secretary of State of Florida or  
(2) 12:00 midnight, July 31, 2005.

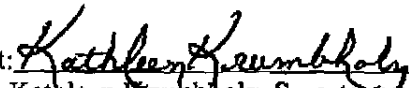
6. The Articles of Incorporation of Jensen in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the surviving corporation, until further amended in accordance with applicable law.

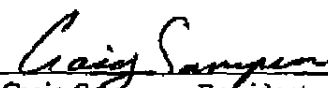
7. Notwithstanding anything to the contrary herein, this Agreement, once executed, may be terminated by the unanimous consent of the directors and the stockholders of the Constituent Corporations at any date prior to the Effective Date of the merger.

IN WITNESS WHEREOF, this Agreement is signed and sealed by the duly authorized officers of each party hereto as of the day and year first above written.

JENSEN PHYSICAL THERAPY  
SERVICES, INC., a Florida corporation

Attest:

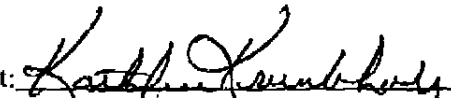
  
Kathleen Krumbholz, Secretary

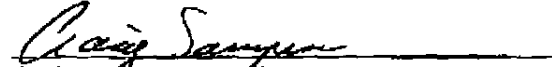
  
Craig Sampson, President

[CORPORATE SEAL]

TREASURE COAST THERAPY  
SERVICES, INC., a Florida corporation

Attest:

  
Kathleen Krumbholz, Secretary

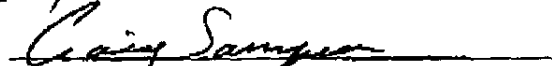
  
Craig Sampson, President

[CORPORATE SEAL]

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

The undersigned, Craig Sampson and Kathleen Krumbholz, do hereby certify that they are the duly elected President and Secretary, respectively, of Jensen Physical Therapy, Inc., a corporation organized and existing under the laws of the State of Florida, and that they are authorized to execute this verification; that they do hereby further certify that they have read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of their information and belief.

Dated at Stuart, Florida this 31 day of July, 2005


  
Craig Sampson, President

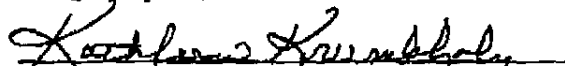
  
Kathleen Krumbholz, Secretary

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

The undersigned, Craig Sampson and Kathleen Krumbholz, do hereby certify that they are the duly elected President and Secretary, respectively, of Treasure Coast Therapy Services, Inc., a corporation organized and existing under the laws of the State of Florida, and that they are authorized to execute this verification; that they do hereby further certify that they have read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of their information and belief.

Dated at Stuart, Florida this 31 day of July, 2005

  
Craig Sampson, President

  
Kathleen Krumbholz, Secretary