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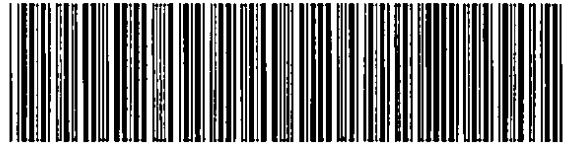
(Business Entity Name)

(Document Number)

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QUALITY HEALTH CARE
& WELLNESS INSTITUTE

DEEPTI SADHWANI, M.D. August 4, 2022 HARISH SADHWANI, M.D.

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of The Vitality and Restorative Institute, LLC (Document Number
L19000242415) into Quality Health Care Inc. of Florida (Document Number
P99000027325)

Dear Sir or Madam:

Dear Sir or Madam:


Enclosed herewith are Articles of Merger and Plan of Merger for the above-referenced entities. Also enclosed is a check in the amount of \$90.00 for the merger of the parties and for a certified copy (\$25.00 for the merging party, \$35.00 for the surviving party, and \$30 for the copy). The certified copy may be returned to Quality Health Care Inc. of Florida, 8701 US Highway 1, Sebastian, Florida 32958.

If you have any questions or need further information concerning this matter, please call Susan L. St. John, Esq at (850) 320-2541.

Sincerely,


Deepti Sadhwani

and


Harish Sadhwani

Enclosures

cc: Susan L. St. John, Esq.

QHCWELLNESS.COM
772-228-8480 - OFFICE 772-228-8481 - FAX
8701 U.S. HIGHWAY 1, SEBASTIAN, FLORIDA 32958

**ARTICLES OF MERGER FOR
THE VITALITY AND RESTORATIVE INSTITUTE, LLC
INTO
QUALITY HEALTH CARE INC. OF FLORIDA**

The following Articles of Merger are submitted to merge the following Florida Limited Liability Company in accordance with Section 605.1025, Florida Statutes.

1. The name of the merging party is The Vitality and Restorative Institute, LLC, a Florida limited liability company. Its document number is L19000242415. Its date of incorporation was September 25, 2019. The address of the merging party is 8701 US Highway 1, Sebastian, FL 32958.

2. The name of the surviving party is Quality Health Care Inc. of Florida, a Florida for-profit corporation. Its document number is P99000027325. Its date of organization was March 25, 1999. The address of the surviving party is 8701 US Highway 1, Sebastian, FL 32958.

3. This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

4. The attached Plan of Merger was approved by the merging party and the surviving party and by Harish Sadhwani, the sole member of the merging party and by Deepti Sadhwani and Harish Sadhwani, each being a fifty percent owner and only two shareholders of the surviving party.


5. The attached Plan of Merger has been approved by all the parties.

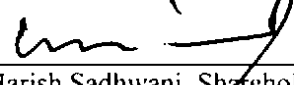
6. The merger shall be effective upon filing of the Articles of Merger and Plan of Merger with the Florida Department of State.

The undersigned has caused the Articles of Merger and attached Plan of Merger to be filed with the Florida Department of State.

SURVIVING ENTITY

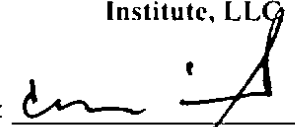
Quality Health Care Inc. of Florida

By: 
Deepti Sadhwani, Shareholder and
President

By: 
Harish Sadhwani, Shareholder and
Vice President

MERGED ENTITY

**The Vitality and Restorative
Institute, LLC**

By: 
Harish Sadhwani, sole member

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**PLAN OF MERGER FOR
THE VITALITY AND RESTORATIVE INSTITUTE, LLC
INTO
QUALITY HEALTH CARE INC. OF FLORIDA**

This Plan of Merger (the "Plan") has been adopted and approved by the sole member of The Vitality and Restorative Institute, LLC (the "Company"), as provided in that certain Written Consent of the Member dated August 4, 2022, to which a specimen of this Plan was attached, and is for the purpose of effecting a merger of the Company into Quality Health Care Inc. of Florida, a Florida for-profit corporation (the "Corporation") in accordance with Sections 605.1022 and 605.1023, Florida Statutes (the "Applicable Laws").

- A. The sole member of the Company is Harish Sadhwani.
- B. The name of the merging entity is The Vitality and Restorative Institute, LLC, a Florida limited liability company.
- C. The name of the surviving entity is Quality Health Care Inc. of Florida a Florida for-profit corporation.
- D. The merger of the Company into the Corporation has been duly approved and authorized by the its sole member, Harish Sadhwani, and by the Shareholders of the Corporation in accordance with Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Company hereby adopts the following Plan:

1. Merger

1.1. The Vitality and Restorative Institute, LLC shall be merged into Quality Health Care Inc. of Florida in accordance with the Applicable Laws (the "Merger"), effective on the latter of the date upon which the Articles of Merger are filed with the Florida Secretary of State ("Effective Time"). The Vitality and Restorative Institute, LLC shall cease to exist upon merger.

1.2. All title to all real estate and other property, or any interest therein, owned by The Vitality and Restorative Institute, LLC shall vest in Quality Health Care Inc. of Florida without reversion or impairment upon the Effective Time.

1.3. Quality Health Care Inc. of Florida shall, upon the Effective Time, and thenceforth, be responsible and liable for all the liabilities and obligations of The Vitality and Restorative Institute, LLC.

1.4. Any claim or action against The Vitality and Restorative Institute, LLC continues against Quality Health Care Inc. of Florida.

1.5. Neither the rights of creditors nor any liens upon the property of The Vitality and Restorative Institute, LLC shall be impaired by the Merger. Creditors or lienholders of The

Vitality and Restorative Institute, LLC shall become creditors or lienholders against Quality Health Care Inc. of Florida.

1.6. As the surviving entity, Quality Health Care Inc. of Florida's tax identification number shall be retained.

1.7. The articles of incorporation of Quality Health Care Inc. of Florida shall not require amendment.

2. **Manner and Basis of Converting Shares.**

2.1. All membership units of the Company held by Harish Sadhwani shall be converted into equivalent shares of Quality Health Care Inc. of Florida. Subsequent to the Merger, Harish Sadhwani will continue to hold a fifty percent interest in the capital stock of Quality Health Care Inc. of Florida and The Vitality and Restorative Institute, LLC shall cease to exist.

2.2. Harish Sadhwani's right to acquire membership units, interests, obligations, or other securities in The Vitality and Restorative Institute, LLC shall be converted to rights to acquire interests, shares, obligations or other securities of Quality Health Care Inc. of Florida, on the same basis and in a manner consistent with a shareholder's rights under Quality Health Care Inc. of Florida's bylaws prior to the merger.

3. **Management of the Surviving Entity.**

3.1. The names and addresses of the Directors and Officers of the surviving entity shall remain unchanged and are as listed on the Florida Division of Corporations as of August 4, 2022.

3.2. As of the Effective Time, Quality Health Care Inc. of Florida's bylaws shall govern the surviving party.

4. **Miscellaneous.**

4.1. **Further Assurances and Titling of Assets; Same Entity.** On and after the Effective Time, the respective officers of the merging entity and the surviving entity shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, Quality Health Care Inc. of Florida, and to protect its right, title and interest in and to, and enjoyment of, the assets, properties and business of The Vitality and Restorative Institute, LLC, and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time, Quality Health Care Inc. of Florida shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in Quality Health Care Inc. of Florida of The Vitality and Restorative Institute, LLC's right, title or interest to any of its real estate and other assets, claims or rights as a result of the Merger, or to otherwise carry out the Merger, then an officer of Quality Health Care Inc. of Florida shall execute and deliver in the name and on behalf of The Vitality and Restorative Institute, LLC all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating the Merger as ineffective or negate the cessation of The

Vitality and Restorative Institute, LLC it being the intent that Applicable Laws shall control the determination that The Vitality and Restorative Institute, LLC has been fully merged into Quality Health Care Inc. of Florida the surviving entity.

4.2. Modification, Termination, or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the sole member of the Company after the Effective Time.

4.3. Notices. Any notice or other communication required, or which may be given hereunder, shall be in writing and either be delivered personally to the addressee or mailed, by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

4.4. Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

4.5. Entire Plan. This Plan contains all of the provisions for a Plan of Merger under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Merger other than those set forth herein.

4.6. Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

4.7. Section Headings. The section headings contained in this Plan are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

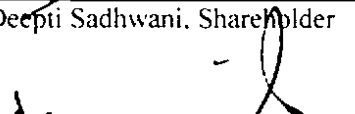
The undersigned has caused this Plan of Merger to be executed as of the day and year first written above.

SURVIVING ENTITY

Quality Health Care Inc. of Florida

By: 

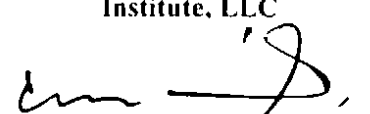
Deepthi Sadhwani, Shareholder

By: 

Harish Sadhwani, Shareholder

MERGED ENTITY

**The Vitality and Restorative
Institute, LLC**

By: 

Harish Sadhwani, sole member