

State of Arkansas SECRETARY OF STATE State Capitol Little Rock. Arkansas 72201-1094

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To All to Whom These Presents Shall Come, Greetings:

I, Bill McCuen, Secretary of State of the State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

THE ARTICLES OF MERGER

OF

GERIATRICS NURSING CENTERS, INC., AN ARKANSAS CORPORATION

AND

BEVERLY ENTERPRISES, A CALIFORNIA CORPORATION

In Testimony Whereof, I have hereunto set my hand and official seal, on this, the <u>4TH</u> day of <u>OCTOBER</u>, 19<u>88</u>.

> W. J. "Bill" McCuen Secretary of State

By:

(Corporations Division)

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ARTICLES OF MERGER

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OF

GERIATRICS NURSING CENTERS, INC., AN ARKANSAS CORPORATION

AND

BEVERLY ENTERPRISES, A CALIFORNIA CORPORATION

Pursuant to the provisions of <u>Ark</u>. <u>Stat</u>. <u>Ann</u>. 64-706 and 64-709 (Repl. 1980), Beverly Enterprises, a California corporation, duly authorized to do business in the State of Arkansas, hereby adopts the following Articles of Merger for the purpose of merging Geriatrics Nursing Centers, Inc. an Arkansas corporation and a wholly-owned subsidiary of Beverly Enterprises, a California corporation, into Beverly Enterprises, a California corporation.

1. The name of the respective corporations and the states under the laws of which they are respectively organized are:

Name of Corporation	State	
Geriatrics Nursing Centers, Inc.	Arkansas	
Beverly Enterprises	California	

2. The laws of California, under which Beverly Enterprises is organized, permit such mergers.

3. The name of the surviving corporation is Beverly Enterprises, and it is to be governed by the laws of the State of California.

4. The following resolution was adopted by the Board of Directors of Beverly Enterprises on December 14, 1981, -regarding the merger of VI Care, Inc. into Beverly Enterprises:

RESOLVED, that this corporation merge Geriatrics Nursing Centers, Inc. into itself and assume all of the obligations of said corporation pursuant to Section 1110 of the California Corporations Code; and further

RESOLVED, that the officers of this corporation be and they hereby are directed to make and execute appropriate certificates of ownership and merger and any other documents which may be appropriate, and to cause the same to be filed with the Secretary of State of California and the appropriate officers in other states involved, and to do all acts and things whatsoever, whether within or without the State of

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5. The number of outstanding shares of each class of Geriatrics Nursing Centers, Inc., a Texas corporation and a wholly-owned subsidiary of Beverly Enterprises, a California corporation, and the number of such shares owned by Beverly Enterprises, a California corporation, are as follows:

	Number of	
Number of	Outstanding Shares of	
Outstanding Shares of	Geriatrics Nursing Centers, Inc.	
Geriatrics Nursing	owned by	
<u>Centers, Inc.</u>	Beverly Enterprises	

1000

1000 shares of common stock, with no other classes of stock outstanding

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6. The address of the principal office of Beverly Enterprises, a California corporation, in the State of California is: Beverly Enterprises, 873 South Fair Oaks Avenue, Pasadena, California 91105.

Beverly Enterprises, a California corporation, duly 7. authorized to do business in the State of Arkansas and the surviving corporation, hereby: (a) agrees that it may be served with process in the State of Arkansas in any proceeding for the enforcement of any obligation of Geriatrics Nursing Centers, Inc., an Arkansas corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Arkansas corporation against Beverly Enterprises, a California corporation and the surviving corporation; (b) irrevocably appoints the Secretary of State of the State of Arkansas as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of Geriatrics Nursing Centers, Inc., an Arkansas corporation, the amount, if any, to which they shall be entitled under the provisions of the Arkansas Business Corporation Act with respect to the rights of dissenting shareholders.

8. These Articles of Merger and the merger contemplated hereby shall become effective when duly filed in the offices of the Secretary of State of the State of Arkansas.

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9. A copy of the Plan of Merger was mailed to Beverly Enterprises as sole shareholder of Geriatrics Nursing Centers, Inc. on February 18, 1982, and Beverly Enterprises has waived in writing the thirty-day waiting period provided for in <u>Ark</u>. <u>Stat</u>. <u>Ann</u>. 64-709 (Repl. 1980) and the requirement that it receive a copy of such Plan of Merger.

Dated this 19th day of February , 1982.

BEVERLY ENTERPRISES A California Corporation

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Its <u>Vice President</u> Joe Magnani and Its Assistant Secretary

I, Bobby W. Stephens, Vice President of Beverly Enterprises, hereby attest and verify that I have read the foregoing Articles of Merger and know the contents thereof and know that the same are true and correct of my own knowledge.

Executed this <u>19th</u> day of <u>February</u>, 1982.

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ACKNOWLEDGMENT

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STATE OF	ARKANSAS)	
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COUNTY OF	Sebastian)	

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I, <u>Nancy P. Short</u>, a Notary Public in and for the County and State aforesaid, do hereby certify that Bobby W. Stephens, personally known to me as Vice President of Beverly Enterprises, a California corporation, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that he, being duly authorized, signed, sealed with the seal of said Corporation, and delivered the said instrument as the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Given under my hand and notorial seal this <u>19th</u> day of <u>February</u>, 1982.

Manay P. Short Notary Public

My Commission Expires they 12, 1989

ACKNOWLEDGMENT

STATE OF <u>ARKANSAS</u>)) SS COUNTY OF <u>SEBASTIAN</u>)

I, <u>Nancy P. Short</u>, a Notary Public in and for the County and State aforesaid, do hereby certify that Joe Magnani, personally known to me as Assistant Secretary of Beverly Enterprises, a California corporation, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that he, being duly authorized, signed, sealed with the seal of said Corporation, and delivered the said instrument as the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Given under my hand and notorial seal this <u>19th</u> day of <u>February</u>, 1982.

Mancy P. Short Notary Public

My Commission Expires:

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