

702143

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MERGER OR SHARE EXCHANGE

JACKSONVILLE METHODIST HOME, INC.

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ATTN: DARLENE CONNELL - WE WOULD LIKE TO
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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

JACKSONVILLE METHODIST HOME, INC.
25 STATE ROAD 13
JACKSONVILLE FLA, 32259-2842

SUBJECT: JACKSONVILLE METHODIST HOME, INC.
REF: 702143

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.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000023611
Letter Number: 998A00060662

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WESLEY VILLAGE, INC., a Florida domestic corporation, document number
757529

INTO

JACKSONVILLE METHODIST HOME, INC., a Florida corporation, 702143.

File date: December 28, 1998

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF WESLEY VILLAGE, INC.
WITH AND INTO JACKSONVILLE METHODIST HOME, INC.**

Pursuant to the provisions of Section 617.1105 of the Florida Not for Profit Corporation Act, WESLEY VILLAGE, INC., a Florida not for profit corporation, and JACKSONVILLE METHODIST HOME, INC., a Florida not for profit corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Wesley Village, Inc. and Jacksonville Methodist Home, Inc. Jacksonville Methodist Home, Inc. is the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.
4. The Members of Wesley Village, Inc. were not entitled to vote on the Plan of Merger. The Plan of Merger was duly approved by the Board of Directors of Wesley Village, Inc. at a meeting held on December 7, 1998, at which a quorum was present. There were nineteen directors then in office and the Plan of Merger was unanimously approved by all of the directors attending the meeting.
5. The Members of Jacksonville Methodist Home, Inc. were not entitled to vote on the Plan of Merger. The Plan of Merger was duly approved by the Board of Directors of Jacksonville Methodist Home, Inc. at a meeting held on December 7, 1998, at which a quorum was present. There were nineteen directors then in office and the Plan of Merger was unanimously approved by all of the directors attending the meeting.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of December 28, 1998.

WESLEY VILLAGE, INC.

JACKSONVILLE METHODIST HOME, INC.

By: M. Mullins

Mark Mullins, Chairperson

257276

By: M. Mullins

Mark Mullins, Chairperson

Prepared by:

Charles H. Keller, Esq.
Florida Bar No. 0138487
Smith Hulsey & Busey
Post Office Box 32215
Jacksonville, FL 32201-3315
(904) 359-7700

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EXHIBIT A

PLAN OF MERGER

This **PLAN OF MERGER** is entered into as of December 28, 1998 between **JACKSONVILLE METHODIST HOME, INC.**, a Florida not for profit corporation, and **WESLEY VILLAGE, INC.**, a Florida not for profit corporation.

STIPULATIONS

A. Jacksonville Methodist Home, Inc., is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 25 State Road 13, Jacksonville, Florida 32259.

B. Wesley Village, Inc. is a not for profit corporation organized and existing under the laws of the State of Florida with its principal office at 25 State Road 13, Jacksonville, Florida 32259.

C. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations that Wesley Village, Inc. be merged with and into Jacksonville Methodist Home, Inc. pursuant to the provisions of Sections 617.1101 et seq. of the Florida Not for Profit Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** Wesley Village, Inc. shall merge with and into Jacksonville Methodist Home, Inc., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of Wesley Village, Inc. shall cease, and Jacksonville Methodist Home, Inc., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Wesley Village, Inc., without the necessity for any separate transfer. Jacksonville Methodist Home, Inc., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of Wesley Village, Inc., and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

3. **Members.** Members of the surviving Jacksonville Methodist Home, Inc. shall remain as the sole members of Jacksonville Methodist Home, Inc. after the effective date of the Merger.

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4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving Jacksonville Methodist Home, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving Jacksonville Methodist Home, Inc. shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving Jacksonville Methodist Home, Inc. shall continue to be the directors and officers of the surviving Jacksonville Methodist Home, Inc. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

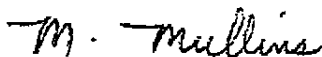
9. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date of the merger.

10. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.


IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers as of the day and year first above written.

WESLEY VILLAGE, INC.

JACKSONVILLE METHODIST
HOME, INC.



Mark Mullins, Chairperson
257285.1



Mark Mullins, Chairperson

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