

705193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

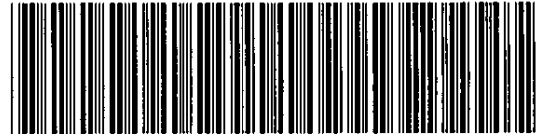
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000260856210

06/27/14--01036--013 **210.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUN 27 AM 9:58

C. LEWIS
JUN 30 2014
EXAMINER

Buchanan Ingersoll & Rooney PC
Attorneys & Government Relations Professionals

Dale S. Webber
813-222-8187
webberds@bipc.com

SunTrust Financial Centre
401 E. Jackson Street, Suite 2400
Tampa, FL 33602-5236

T: 813 222 8180
F: 813 222 8189

www.buchananingersoll.com

June 27, 2014

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Articles of Merger

Dear Sir or Madam:

Enclosed please find Articles of Merger of Mercy Medical Development, Inc. and Mercy Outpatient Services, Inc., into Mercy Hospital, Inc. for filing in your office, along with our firm check to cover the applicable filing fee.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8187. Thank you for your assistance.

Very truly yours,



Dale S. Webber

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 JUN 27 AM 9:58

ARTICLES OF MERGER
OF *NO9556*
MERCY MEDICAL DEVELOPMENT, INC.; AND
MERCY OUTPATIENT SERVICES, INC.;
NO3000003224 **INTO**
MERCY HOSPITAL, INC.
705193

In compliance with the requirements of Florida law, including, without limitation, Florida Statutes §§ 617.1101, 617.1103 and 617.1105, the undersigned not for profit corporations, desiring to effect a merger, hereby certify as follows:

Article I

Mercy Medical Development, Inc., a Florida not for profit corporation ("MMD") and Mercy Outpatient Services, Inc., a Florida not for profit corporation ("MOS") (hereinafter referred to collectively as the "Merging Corporations") are hereby merged with and into Mercy Hospital, Inc., a Florida not for profit corporation ("Mercy"), such that Mercy shall be the surviving corporation (the "Surviving Corporation").

Article II

The name of the surviving corporation is Mercy Hospital, Inc.

Article III

The Surviving Corporation is a Florida not for profit corporation. The address of its current registered office in the State of Florida is 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the name of its current registered agent at that address is Dale S. Webber.

Article IV

The Plan of Merger is attached hereto as Exhibit A and is hereby incorporated in its entirety by reference herein (the "Plan of Merger").

Article V

The Plan and Agreement of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of MMD on June 11, 2014, and by the Member of MMD on June 11, 2014, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of MOS on June 11, 2014, and by the Member of MOS on June 11, 2014, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 JUN 27 AM 9:58

Article VI

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Trustees of Mercy on June 11, 2014, and by the Member of Mercy on June 27, 2014, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

Article VII

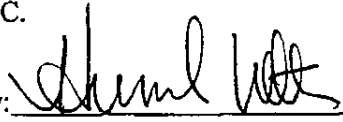
The Articles of Incorporation of Mercy, as amended, existing on the effective date of these Articles of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Articles of Incorporation or by applicable law, and shall not be amended as a result of these Articles of Merger or the transactions evidenced hereby.

Article VIII

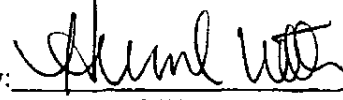
These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 27th day of June, 2014.


MERCY MEDICAL DEVELOPMENT,
INC.

By: 
Name: Howard Watts
Title: President

MERCY OUTPATIENT SERVICES, INC.

By: 
Name: Howard Watts
Title: President

MERCY HOSPITAL, INC.

By: 
Name: Howard Watts
Title: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 JUN 27 AM 9:58

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 27th day of June, 2014, by and between Mercy Medical Development, Inc., a Florida not for profit corporation ("MMD"), Mercy Outpatient Services, Inc., a Florida not for profit corporation ("MOS"), (MMD and MOS shall hereinafter be referred to collectively as the "Merging Corporations") and Mercy Hospital, Inc., a Florida not for profit corporation ("Mercy").

WITNESSETH:

WHEREAS, MMD was incorporated in the State of Florida on May 24, 1985, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, MOS was incorporated in the State of Florida on April 11, 2003, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, Mercy was incorporated in the State of Florida on February 13, 1963, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, the Merging Corporations and Mercy deem it advisable and in their respective best interests that the Merging Corporations be merged with and into Mercy (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I

PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between the Merging Corporations and Mercy, is adopted pursuant to the provisions of Florida Statutes, §§ 617.1101 and 617.1103, as follows:

- (a) The Merging Corporations shall be merged with and into Mercy as the surviving corporation (the "Surviving Corporation"), to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be Mercy Hospital, Inc.
- (c) As of the effective time and date of the Merger, the separate existence of the Merging Corporations shall cease and all the property, real, personal and mixed, of each of the Merging Corporations, and all debts due on whatever account to any of them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporations.

1.02 Effective Date. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Department of State of the State of Florida.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be Mercy Hospital, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporations shall be conducted by the Surviving Corporation. The principal office of Mercy immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the Board of Trustees of Mercy.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporations, the officers and trustees of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

ARTICLE II

TRUSTEES AND OFFICERS

2.01 Trustees and Officers of Surviving Corporation; Authorization.

- (a) The existing Board of Trustees of Mercy shall continue to serve as the Board of Trustees of the Surviving Corporation until the next annual meeting and until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (b) All persons who, as of the effective date of the Merger, are officers of Mercy, shall remain as officers of the Surviving Corporation until the next annual meeting and until their successors have been duly appointed and

qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

- (c) The Chairpersons and Presidents of the Merging Corporations and Mercy, respectively, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this Agreement and the Articles of Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger as provided herein.

ARTICLE III

ARTICLES OF INCORPORATION AND BYLAWS

3.01 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of Mercy, as existing on the effective date of this Agreement, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE IV

BEQUESTS AND DISTRIBUTIONS

4.01 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, the Merging Corporations may be designated as a beneficiary of a last

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUN 27 AM 9:58

will and testament, testamentary trust, inter vivos trust, or some other similar instrument, and that any and all such bequests and distributions shall be distributed and delivered to the Surviving Corporation for use by such Surviving Corporation in accordance with applicable law.

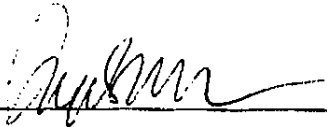
ARTICLE V

INTERPRETATION AND ENFORCEMENT

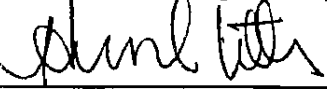
5.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

ATTEST:



MERCY MEDICAL DEVELOPMENT,
INC., a Florida not for profit corporation

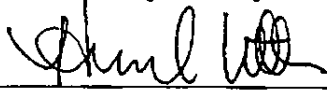
By: 

Name: Howard Watts
Title: President

ATTEST:

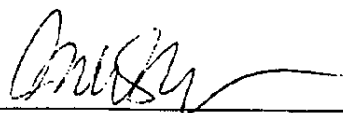


MERCY OUTPATIENT SERVICES, INC.,
a Florida not for profit corporation

By: 

Name: Howard Watts
Title: President

ATTEST:



MERCY HOSPITAL, INC., a Florida not
for profit corporation

By: 

Name: Howard Watts
Title: President