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MERGER OR SHARE EXCHANGE

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC.

Certificate of Status	0
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P. 02

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ARTICLES OF MERGER
of
BAPTIST HEALTH PROPERTIES, LLC
(a Florida limited liability company)
with and into
SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC.
(a Florida not for profit corporation)

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Pursuant to Section 608.438 of the Florida Limited Liability Company Act and Section 617.1105 of the Florida Not For Profit Corporation Act, Baptist Health Properties, LLC, a Florida limited liability company (the "LLC"), and Southern Baptist Hospital of Florida, Inc., a Florida not for profit corporation (the "Corporation"), hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of the LLC with and into the Corporation is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.
2. The effective date of the merger shall be the date these Articles of Merger are filed with the Secretary of State of the State of Florida.
3. The Plan was approved by the LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act.
4. The Plan was approved by the Corporation, in accordance with the applicable provisions of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 11th day of December, 2005.

BAPTIST HEALTH PROPERTIES, LLC

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC., as Sole Member

By: Henry Henson
Its: SVP and General Counsel

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC.

By: Henry Henson
Its: SVP and General Counsel

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER of BAPTIST HEALTH PROPERTIES, LLC (a Florida limited liability company) with and into SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC. (a Florida not for profit corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 13th day of December, 2005, by and between BAPTIST HEALTH PROPERTIES, LLC, a Florida limited liability company (the "LLC"), and SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC., a Florida not for profit corporation (the "Corporation") (the LLC and the Corporation hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1325 San Marco Blvd., Suite 902, Jacksonville, Florida 32207;

WHEREAS, the Corporation is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 800 Prudential Drive, Jacksonville, Florida 32207;

WHEREAS, the laws of the State of Florida permit a merger of a Florida limited liability company with and into a Florida not for profit corporation; and

WHEREAS, the sole member of the LLC and the board of directors of the Corporation have deemed it advisable to merge the LLC with and into the Corporation (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of the LLC shall cease and the LLC shall be merged, pursuant to Florida law, with and into the Corporation, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the Effective Date of the Merger, the separate existence of the LLC shall cease, and the Corporation, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the LLC, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the LLC, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

The current Articles of Incorporation of the Surviving Entity shall continue to be its Articles of Incorporation following the Effective Date of the Merger. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the Effective Date of the Merger.

ARTICLE V

The current directors and officers of the Surviving Entity shall continue to be the directors and officers of the Surviving Entity 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.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take such actions as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective governing bodies at any time prior to the Effective Date of the Merger.

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ARTICLE VII

The Effective Date of the Merger shall be as of the date Articles of Merger consummating the Merger are filed with the Florida Secretary of State.

ARTICLE VIII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.


IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized officers as of the date first above written.

BAPTIST HEALTH PROPERTIES, LLC

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC., as Sole Member

By: 
Its: SVP and General Counsel

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC.

By: 
Its: SVP and General Counsel

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