

Document Number Only

726307

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002621148--4
-08/20/98--01069--010
*****70.00 *****70.00

800002621148--4
-08/20/98--01069--011
*****52.50 *****52.50

Merger

Orange City Health Affiliates, Inc.

merging into:

Adventist Health Systems/Sunbelt, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment

☒ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of A.
☐ UCC

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

FILED
98 AUG 20 PM 1:33
TALLAHASSEE, FLORIDA
RECEIVED
98 AUG 20 AM 11:54
DIVISION OF CORPORATIONS

Name Availability 8/24/98
Document Examiner DON
Updater DON
Verifier DON
Acknowledgment DON
W.P. Verifier DON

AUG 20 1998

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORANGE CITY HEALTH AFFILIATES, INC., a Florida corporation
N96000003134

INTO

ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida corporation, 726307

File date: August 20, 1998

Corporate Specialist: Annette Hogan

FILED
98 AUG 20 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
BETWEEN
ADVENTIST HEALTH SYSTEM/SUNBELT, INC. ("Surviving Corporation")
AND
ORANGE CITY HEALTH AFFILIATES, INC. ("Disappearing Corporation")

TO: Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

1. The undersigned corporations have adopted an Agreement of Merger made a part hereof.
2. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to Sections 617.1103 of the Florida Not-For Profit Corporation Act.
5. The merger of the undersigned corporations will become effective on August 20, 1998.
6. The Boards of Directors of each of the undersigned corporations have adopted the Agreement of Merger.
7. Orange City Health Affiliates, Inc. is a non-membership corporation.
8. The membership of Adventist Health System/Sunbelt, Inc. adopted the Agreement of Merger at a meeting called and held for that purpose on the 17th day of November, 1997, at which meeting a quorum was present and voting and such Agreement of Merger was ratified and approved by at least two-thirds of the members present and entitled to vote.
9. The Agreement of Merger reads as follows:

This Agreement of Merger is made by and between ORANGE CITY HEALTH AFFILIATES, INC., a Florida Not For Profit Corporation, and ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida Not For Profit Corporation, hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Orange City Health Affiliates, Inc. (the "Disappearing Corporation") be merged into Adventist Health System/Sunbelt, Inc. (the "Surviving Corporation") under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.1101 of the Florida Not-For-Profit Corporation Act.
- B. The Membership of the Surviving Corporation has approved the merger, the Disappearing Corporation having been constituted as a non-membership corporation.
- C. The respective Boards of Directors of the Constituent Corporations and the Membership of the Surviving Corporation have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

Now, Therefore, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

- 1. Agreement to Merge. The Constituent Corporations hereby agree that Orange City Health Affiliates, Inc., the Disappearing Corporation, shall be merged into Adventist Health System/Sunbelt, Inc., the Surviving Corporation.
- 2. Name of Merged Corporation. The name of the Surviving Corporation shall be Adventist Health System/Sunbelt, Inc.
- 3. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be located at the following address: 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.
- 4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful acts or

activities for which such corporation may be formed under Chapter 617 of the Florida Statutes.

5. Board of Directors of Surviving Corporation. The Board of Directors of the Surviving Corporation shall be the individuals who are the current members of the Board of Directors of Adventist Health System/Sunbelt, Inc.
6. Registered Agent of Surviving Corporation. The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Orange City Health Affiliates, Inc. or Adventist Health System/Sunbelt, Inc. may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.
7. Assets of Disappearing Corporation. All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to Orange City Health Affiliates, Inc. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.
8. Liabilities of Disappearing Corporation. The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against Orange City Health Affiliates, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.
9. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content.
10. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation shall continue in its present form and content, to be the Bylaws of the Surviving Corporation.

11. Effective Date of Agreement. This Agreement shall become effective as of the date on which the Articles of Merger are filed with the Secretary of State.

12. Officers of Surviving Corporation. On the effective date of the merger, the officers of the Surviving Corporation shall continue in their present offices, to serve in such capacities until the next regularly scheduled election, or until their successors shall be elected and shall qualify:

President:	Mardian Blair
Vice President:	Donald L. Jernigan
	David Jimenez
	Milton Siepman
	Thomas L. Werner
Secretary:	Samuel L. Green
Treasurer:	Deryl Knutson
Assistant Secretary:	Lynn C. Addiscott
	L. Mark Block
	Donald J. Bohannon
	Richard P. Center
	Ariel De Prada
	James R. Gravell
	Donald L. Jernigan
	Ernie W. Sadau
	Gary C. Skilton
	Brent G. Snyder
	Stanton R. Tait
	Max A. Trevino
	Thomas L. Werner
	Calvin W. Wiese
	Scott Wooten

13. Employees of Disappearing Corporation. The Disappearing Corporation has no employees.

14. Management and Decisions by Board of Directors of Surviving Corporation. Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

In Witness Whereof, the Constituent Corporations have caused their respective corporate names to be signed by their respective officers, duly authorized by the respective Board of Directors

and Membership (as to the Surviving Corporation), the day and year first above written.

Signed in Presence of:

Edna Quinn
Mary K. Saylor
As to Surviving Corporation

ORANGE CITY HEALTH AFFILIATES,
INC.

By: Robert Murphy Jr
Title: Vice President
Robert Murphy, Jr.

ADVENTIST HEALTH SYSTEM/SUNBELT,
INC.

T.L. Trimble
As to Disappearing
Corporation

By: Donald L. Jernigan
Title: Vice President
Donald L. Jernigan

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