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726307

CT CORPORATION SYSTEM

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Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002621139--2
-08/20/98--01069--007
*****70.00 *****70.00

900002621139--2
-08/20/98--01069--008
*****52.50 *****52.50

Central Texas Medical Center, Inc. (TX)

merging into:

Merger

Advertiser Health System of Sunbelt, Inc. (FL)

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Name Registration
- Fictitious Name
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Dissolution/Withdrawal
- Other
- Change of R.A.
- UCC
- CUS
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AUG 20 1998

Thanks
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTRAL TEXAS MEDICAL CENTER, INC., a Texas corporation not authorized
to transact business in Florida

INTO

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

File date: August 20, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act and Article 5.07 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the States and the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Adventist Health System/Sunbelt, Inc.	Florida
Central Texas Medical Center, Inc.	Texas

2. The laws of the State under which such foreign corporation is organized permit such Merger.
3. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., and it is to be governed by the laws of Florida. The merger shall be effective August 20, 1998.
4. The Plan of Merger was approved in the manner prescribed by the Texas Non-Profit Corporation Act and in the manner prescribed by the laws of the State of Florida.
5. As to the undersigned corporation domesticated in Texas, the Plan of Merger was adopted in the following manner: At a meeting of the board of directors held on July 7, 1998, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
6. As to the undersigned corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the board of directors and membership held on November 17, 1997, and received the vote of a majority of the directors in office and not less than 2/3rds of the members present and entitled to vote.
7. Adventist Health System/Sunbelt, Inc. the surviving corporation hereby: (a) agrees that it may be served by process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation; and (b) irrevocably appoints the Secretary of

State of Texas as its agent to accept service of process in any such proceeding.

Dated July 24, 1998.

Adventist Health System/Sunbelt, Inc.

By: Donald L. Jernigan
Its Vice President
Donald Jernigan
and [Signature]
Its Assistant Secretary

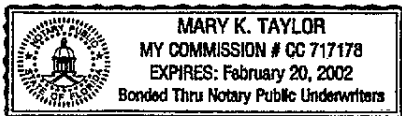
STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me, a notary public, on this day personally appeared Ariel DePrada, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 24th day of July, A.D., 1998.

(Notarial Seal)

Mary K. Taylor
(Printed or stamped name)
Notary Public, State of Florida
My commission expires:
February 2, 2002.



Central Texas Medical Center, Inc.

By: [Signature]
Its Terry Paul Gilmore President

PLAN OF MERGER

This Agreement of Merger is made by and between CENTRAL TEXAS MEDICAL CENTER, INC., a Texas 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 Central Texas Medical Center, 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 and Article 5.07 of the Texas Non-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 Central Texas Medical Center, 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 Central Texas Medical Center, 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 or 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 Central Texas Medical Center, 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 August 20, 1998.
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.