

7210307

ADVENTIST  
HEALTH SYSTEM

February 19, 2002

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 33299

2/20  
merger

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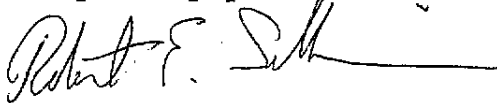
Re: Merger of Huguley Insurance Services Agency  
into Adventist Health System/Sunbelt, Inc.

To Whom It May Concern:

We are enclosing for filing the Articles of Merger of Huguley Insurance Services Agency, Inc., a Texas for-profit corporation, into Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation. Included in the Articles of Merger is the text of the Plan of Merger. We have also enclosed the approval of the merger by the Texas Department of State as well as the Resolution of the Board of Directions of Adventist Health System/Sunbelt, Inc. approving said merger.

We appreciate your attention to this matter and the expeditious resolution of this merger. If you have any further questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



Robert E. Slavkin, Esq.<sup>1</sup>  
Senior Attorney

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RES/plm

cc: Randy Safady  
Enclosures

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<sup>1</sup> House Counsel authorized by the state of Florida, not currently licensed to practice law in the state of Florida.

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HUGULEY INSURANCE SERVICES AGENCY, INC., a Texas corporation

INTO

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

File date: February 20, 2002

Corporate Specialist: Michelle Hodges

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
HUGULEY INSURANCE SERVICES AGENCY, INC.  
INTO  
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.**

Pursuant to the provisions of Florida Statute 617.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Huguley Insurance Services Agency, a Texas Business Corporation into Adventist Health System/Sunbelt, Inc., a Florida Not-For-Profit Corporation.

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>Laws</u>	<u>State</u> <u>and</u>
Huguley Insurance Services Agency, Inc.	Texas, Business Corporations Act,    TEX. REV.    CIV. STAT. ANN. art. 5 (West 1999)
Adventist Health System/Sunbelt, Inc. 111 N. Orlando Avenue Winter Park, FL 32789  726307	Florida, Not For Profit Corporations Act,    FLA. STAT. ANN. §617 et seq.

2. Approval of the Plan of Merger by Adventist Health System/Sunbelt, Inc. was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.
3. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., and it is to be governed by the laws of the State of Florida.
4. The Plan of Merger, below, was approved by the undersigned corporations in the manner prescribed by the Texas Business Corporation Act:
- A. Huguley Insurance Service Agency, Inc., a Texas business corporation, shall merge into Adventist Health System/Sunbelt, Inc., a Florida non-profit corporation, with Adventist Health System/Sunbelt, Inc. being the surviving corporation.

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 CLERK  
 TALLAHASSEE, FLORIDA

- B. Unless the Articles of Merger specify a different effective date, the merger shall become effective on the date the Articles of Merger are filed with the Secretaries of State of Florida and Texas.
  - C. On and after the effective date of the merger, all and singular rights, privileges, powers, franchises and immunities of Huguley Insurance Service Agency, Inc., whether of a public or a private nature, shall be possessed by Adventist Health System/Sunbelt, Inc., subject to all the restrictions, disabilities and duties of Huguley Insurance Service Agency, Inc. All property, real, personal and mixed, and all debts due to Huguley Insurance Service Agency, Inc. on whatever account, as well as all stock subscriptions and all other things in action or belonging to said corporation shall be vested in Adventist Health System/Sunbelt, Inc. All property, rights, privileges, powers and franchises and all and every other interest of Huguley Insurance Services Agency, Inc. shall thereafter be the property of Adventist Health System/Sunbelt, Inc. The title to any real estate vested by deed or otherwise in Huguley Insurance Service Agency, Inc. shall not revert or be in any way impaired by reason of the merger herein provided, but all rights of creditors and all liens upon any property of Huguley Insurance Service Agency, Inc. shall be preserved and unimpaired. All debts, contracts, liabilities, obligations and duties of Huguley Insurance Service Agency, Inc. shall, upon the effective date of the merger, attach to Adventist Health System/Sunbelt, Inc. and may be enforced against it (in accordance with their terms) to the same extent as if they had been incurred or contracted by Adventist Health System/Sunbelt, Inc.
  - D. 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.
  - E. The Bylaws of the surviving corporation in its present form shall continue to be the Bylaws of the surviving corporation.
5. Of the 10,000 shares that Huguley Insurance Services Agency was authorized by its Articles of Incorporation to issue, only 100 were ever issued. All 100 shares have been reclaimed by Huguley Insurance Services Agency.
  6. Certificate of Account Status issued by the Texas Comptroller of Public Accounts is attached and provides clearance for this merger to the non-surviving entity.
  7. Shares of Adventist Health System/Sunbelt, Inc. do not exist. There is one corporate member. Therefore, shareholder approval is not required.

8. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:

- (1) The Plan of Merger was approved unanimously by Huguley Insurance Services Agency, Inc.
- (2) The Plan of Merger was approved by the sole corporate member of Adventist Health System/Sunbelt, Inc. by a unanimous vote of the Board of Directors of the sole corporate member, Adventist Health System Sunbelt Healthcare Corporation, at a meeting held on November 8, 2001, at which a quorum was present.

9. 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 its agent to accept service of process in any such proceeding.

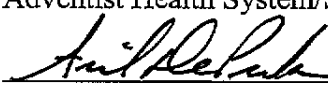
10. Merger of these corporations has been approved by the State of Texas. Certification from Texas approving the merger is attached.

Dated Feb. 19, 2002

Huguley Insurance Services Agency, Inc.

  
\_\_\_\_\_  
By:  
Acting Director

Adventist Health System/Sunbelt, Inc.

  
\_\_\_\_\_  
By:  
Assistant Secretary

STATE OF FLORIDA

)  
COUNTY OF  
)

Before me, a notary public, on this day personally appeared  
Ariel De Prada, 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, 19<sup>th</sup> day of  
February, A.D., 2002.



Penny L. Mörche  
MY COMMISSION # CC961584 EXPIRES  
August 16, 2004  
BONDED THROUGH TROY EARN INSURANCE, INC.

(Notarial Seal)

(Printed or stamped name)  
Notary Public, State of Florida  
My commission expires:  
8/16, 2002

STATE OF TEXAS

)

COUNTY OF \_\_\_\_\_

)

Before me, a notary public, on this day personally appeared  
Randy Safady, 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, 13<sup>th</sup> day of  
February, A.D., 2002.

(Notarial Seal)



Linda Knutson  
(Printed or stamped name)  
Notary Public, State of Texas  
My commission expires:  
January 27, 2005