

726307

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MERGER OR SHARE EXCHANGE

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 17, 2005

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
111 N. ORLANDO AVE.
WINTER PARK, FL 32789-3675

SUBJECT: ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
REF: 726307

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

OUR RECORDS REFLECT THE NAME OF THE CURRENT REGISTERED AGENT LISTED FOR ADVENTIST HEALTH SYSTEM/SUNBELT, INC. IS TAMARA L. TRIMELE. IF THE NAME OF THE REGISTERED AGENT IS ANY DIFFERENT FROM THIS NAME, WE WILL NEED THE ACCEPTANCE AND SIGNATURE OF THE NEW REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF MERGER
BETWEEN
ADVENTIST HEALTH SYSTEM/SUNBELT, INC. ("Surviving Corporation")
AND
SOUTH CENTRAL NURSING HOMES OF ORLANDO, INC. ("Disappearing
Corporation")**

TO: Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

1. The undersigned corporations have adopted a Plan of Merger made a part hereof.
2. The document numbers for each of the undersigned corporations are as follows:
 - A. Adventist Health System/Sunbelt, Inc.: 726307
 - B. South Central Nursing Homes of Orlando, Inc.: N98000004243
3. The name of the Surviving Corporation is Adventist Health System/Sunbelt, Inc., a Florida Not-For-Profit Corporation.
4. No changes in the Articles of Incorporation of the Surviving Corporation have been made.
5. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 617.1101 of the Florida Not-For-Profit Corporation Act.
6. The merger of the undersigned corporations will become effective on October 17, 2005 at 12:01 a.m.
7. The Boards of Directors and Membership of each of the undersigned corporations have adopted the Plan of Merger.
8. The Board of Directors and Membership of South Central Nursing Homes of Orlando, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 17th day of August, 2005, at which meeting a quorum was present for voting, and such Plan of Merger was ratified and approved unanimously by the Board of Directors and the Members present and entitled to vote.

9. The Board of Directors and Membership of Adventist Health System/Sunbelt, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 6th day of June, 2005, at which meeting a quorum was present for voting, and such Plan of Merger was ratified and approved unanimously by the Board of Directors and Members present and entitled to vote.

10. The Plan of Merger reads as follows:

This Plan of Merger is made by and between, SOUTH CENTRAL NURSING HOMES OF ORLANDO, 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 South Central Nursing Homes of Orlando, 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 therefore pursuant to Section 617.1101 of the Florida Not-For-Profit Corporation Act.
- B. The Boards of Directors and Membership of the Surviving Corporation and the Disappearing Corporation have approved the merger.
- C. The respective Boards of Directors and Membership of the Constituent Corporations 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 South Central Nursing Homes of Orlando, 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 South Central Nursing Homes of Orlando, Inc. or Adventist Health System/Sunbelt, Inc. may be served: Tamara 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 South Central Nursing Homes of Orlando, 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 South Central Nursing Homes of Orlando, 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 Plan. This Plan 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:	Thomas L. Werner
Vice President:	Donald L. Jernigan
	Ernie W. Sadau
	Terry D. Shaw
	Brent G. Snyder
	Peter M. Weber
Secretary:	Samuel L. Green
	Ward D. Sumpter
Treasurer:	J. Deryl Knutson
	Richard P. Center
Assistant Secretary:	Lynn C. Addiscott
	L. Mark Block
	Richard P. Center
	Ariel De Prada
	Daniel E. Enderson
	David W. Evans
	Lars D. Houmann
	J. Brian Paradis
	Randolph W. Safady
	Terry D. Shaw
	Gary C. Skilton
	Brent G. Snyder
	Eddie Soler
	Max A. Trevino

13. Employees of Disappearing Corporation. The Disappearing Corporation has no employees.
14. Management and Decisions by the 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.

Signed in Presence of:

Deborah M. Swape
il Swape
As to Disappearing
Corporation

SOUTH CENTRAL NURSING HOMES
OF ORLANDO, INC.

By: Michelle Fetters

Title: President
President

Print: Michelle Fetters

ADVENTIST HEALTH SYSTEM/SUNBELT,
INC.

By: Thomas L. Werner

Title: PRESIDENT
President

Print: Thomas L. Werner

Chandra K. Rhee
il Rhee
AS to Surviving
Corporation