

726307

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2006 DEC 22 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ASR  
12/29/06

**ADVENTIST**  
HEALTH SYSTEM

**Federal Express**  
# 8580 9084 9031

December 20, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: HCC Properties, Incorporated (#770632)**  
**Adventist Health System/Sunbelt, Inc. (#726307)**

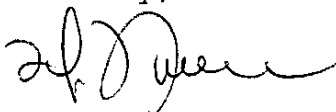
Dear Sir:

Please find enclosed Articles of Merger and a Plan of Merger entered into between HCC Properties, Incorporated, a Florida nonprofit corporation, and Adventist Health System/Sunbelt, Inc., together with our check in the amount of \$78.75<sup>1</sup> which we understand is the fee for recording the enclosure and providing us with a certified copy of the recorded document.

If at all possible we would appreciate your returning the enclosed document to our attention via Federal Express. An air bill is enclosed for this purpose.

Should you have any questions, please give us a call.

Sincerely,



T. L. Trimble, Vice President

pas:mkl

Enclosures

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<sup>1</sup> It is our understanding that the merger is \$35.00 per party, and that the fee for obtaining a certified copy is \$8.75.

EFFECTIVE DATE  
11/1/07

FILED

2006 DEC 22 AM 8:20

ARTICLES OF MERGER  
BETWEEN  
ADVENTIST HEALTH SYSTEM/SUNBELT, INC. ("Surviving Corporation")  
AND  
HCC Properties, Incorporated ("Disappearing Corporation")

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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. HCC Properties, Incorporated: 770632
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 Section 617.1101 of the Florida Not-For-Profit Corporation Act.
6. The merger of the undersigned corporations will become effective at 12:00:01 on January 1, 2007.
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 HCC Properties Incorporated adopted the Plan of Merger at a meeting called and held for that purpose on the 9<sup>th</sup> day of November, 2006, 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 not less than two-thirds of 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 9<sup>th</sup> day of November, 2006, 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 not less than two-thirds of the Members present and entitled to vote.

10. The Plan of Merger reads as follows:

This Plan of Merger is made by and between, HCC PROPERTIES, INCORPORATED, 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 HCC Properties, Incorporated (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 HCC Properties, Incorporated, 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 HCC Properties, Incorporated 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 HCC Properties, Incorporated 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 HCC Properties, 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 12:00:01 on January 1, 2007.

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:

Name	Position	Term
Donald Jernigan	President	3/1/06 to 2/29/08
Lars Houmann	Vice President	3/3/06 to 2/22/08
Michael Schultz	Vice President	2/23/06 to 2/22/08
Brent Snyder	Vice President	2/23/06 to 2/22/08
Peter Weber	Vice President	2/23/06 to 2/22/08
Robert Henderschedt	Secretary	2/23/06 to 2/22/08
Terry Shaw	Treasurer	2/23/06 to 2/22/08
Lynn Addiscott	Assistant Secretary	2/23/06 to 2/22/08
Ariel De Prada	Assistant Secretary	2/23/06 to 2/22/08
Mark Block	Assistant Secretary	2/23/06 to 2/22/08
Lars Houmann	Assistant Secretary	2/23/06 to 2/22/08
Gary Skilton	Assistant Secretary	2/23/06 to 2/22/08
Terry Shaw	Assistant Secretary	2/23/06 to 2/22/08
Brent Snyder	Assistant Secretary	2/23/06 to 2/22/08
Dan Enderson	Assistant Secretary	2/23/06 to 2/22/08
Kelly Pettijohn	Assistant Secretary	2/23/06 to 2/22/08
Randy Safady	Assistant Secretary	2/23/06 to 2/22/08

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:

*Randy Safady*

*[Signature]*

AS to Disappearing Corporation

HCC Properties, Incorporated

By: *T.L. Trimble*

Title: \_\_\_\_\_

Secretary-Treasurer

Print: T.L. Trimble

ADVENTIST HEALTH SYSTEM/SUNBELT,  
INC.

Lenny L. Marchi  
Ariel De Prada  
As to Surviving  
Corporation

By: Ariel De Prada

Title: Asst. Secretary

Print: Ariel De Prada