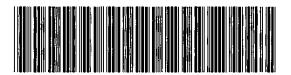
124307

(Requestor's Name)		
(Address)		
(Address)		
. ,		
(City/State/Zip/Phone #)		
(Originatorziph Horio II)		
PICK-UP WAIT MAIL		
(Business Entity Name)		
(Document Number)		
Certified Copies Certificates of Status		
· · · · · · · · · · · · · · · · · · ·		
Special Instructions to Filing Officer:		

Office Use Only



000157245780

06/30/09--01038--008 **30.00

SEGRETARY OF STATE TALLAHASSEE, FLORIDA

T. CLINE

JUL - 1 2009

EXAMINER



Federal Express

June 29, 2009

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

RE: Lornils, LLC (Document #L08000105904)

Adventist Health System/Sunbelt, Inc.

(Document #726307)

Dear Sir/Madam:

Please find enclosed a Certificate of Merger and a Plan of Merger entered into between Adventist Health

System/Sunbelt, Inc., a Florida not for profit corporation, and Lornils, LLC, a Florida limited liability company, together with our check in the amount of \$90.00¹ 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 to enclosed document to our attention via Federal Express Antair bill is enclosed for this purpose.

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

27 July

T. L. Trímble, Vice President

TLT/mkl Enclosures

I:\LEGAL\AHSS\sos fl LLC AHSSS.doc

¹ It is our understanding that the merger is \$25.00 for the limited liability party, \$35.00 for the nonprofit corporate party, and that the fee for obtaining a certified copy is \$30.00.

CERTIFICATE OF MERGER OF LIMITED LIABILITY COMPANY AND NONPROFIT CORPORATIONS

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Section 617.1108 of the Florida Not for Profit Corporation Act, the undersigned entities adopt the following Certificate of Merger for the purpose of merging them into one of such entities.

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

Name of Entity	State	Type
Lornils, LLC (#L08000105904)	Florida	Limited Liability
		Company
Adventist Health System/Sunbelt,	Florida	Nonprofit As Corporation (
Inc. (#726307)		Corporation 📆 🖫
		>iv ⊆

- 2. The laws of the State of Florida permit such Merger
- 3. The name of the surviving entity is Adventist Health System/Sunbelt, Inc. and it is governed by the laws of the State of Florida. The merger shall be effective on June 30, 2009.
- 4. The Plan of Merger was approved in the manner prescribed by the Florida Limited Liability Company Act and in the manner prescribed by the Florida Not for Profit Corporation Act.
- 5. As to Lornils, LLC, a limited liability company domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the members on June 29, 2009 and the merger received the unanimous vote of the sole member.
- 6. As to Adventist Health System/Sunbelt, Inc., a nonprofit corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the Membership and Board of Directors on February 26, 2009, and the merger was approved by a vote of not less than two/thirds of the members and by a vote of not less than a majority of the directors then in office.
- 7. Adventist Health System/Sunbelt, Inc., the surviving corporation hereby: (a) agrees that it may be served by process in the State of Florida in any proceeding for the enforcement of any obligation of Lornils, LLC; and (b) irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such proceeding to enforce obligations of

Lornils, LLC, including any appraisal rights of its members under §§ 608.4351 - 608.43595.

8. The surviving entity's principal office address is as follows:

Adventist Health System/Sunbelt, Inc. 111 North Orlando Avenue Winter Park, Orange County, Florida 32789

9. The surviving entity is not formed, organized or incorporated under the laws of Florida. The surviving entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under §§ 608.4351 - 608.43595, F.S.

By: Vice President

Print Name: T.I. Timble

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

By: Authorities

Its: Authorities

Print Name: Acted De PRADA

PLAN OF MERGER

This Plan of Merger is made by and between LORNILS, LLC, a Florida limited liability company, and ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida nonprofit corporation, hereinafter collectively referred to as "Constituent Entities."

RECITALS:

- A. The Board of Directors of Adventist Health System/Sunbelt, Inc. (the "Surviving Corporation") deems it advisable that Lornils, LLC (the "Disappearing Entity") be merged with the Surviving Corporation in the manner provided pursuant to Section 608.4382 of the Florida Limited Liability Company Act, and Section 617.1108 of the Florida Not for Profit Corporation Act.
- B. The membership of the Disappearing Entity and both the membership and the Board of Directors of the Surviving Corporation have approved the merger.
- C. The Board of Directors of the Surviving Corporation and the Membership of the Disappearing Entity has 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 Entities have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.
- 1. Agreement to Merge. The Constituent Entities hereby agree that Lornils, LLC, the Disappearing Entity, shall be merged into Adventist Health System/Sunbelt, Inc., the Surviving Corporation.
- 2. Name of Merged Entity. 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 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.
- 4. Purpose of Surviving Corporation. The purpose of the Surviving Corporation is 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 is the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Lornils, LLC or Adventist Health System/Sunbelt, Inc. may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, FL 32789.
- 7. Assets of Disappearing Entity. All property, real possible 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 Lornils, LLC shall be deemed to be a transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest or 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 Entity. The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Entity and any claim existing, or action or proceeding pending by or against Lornils, LLC 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;
 Membership Interests. 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. There shall be no change in the
 membership interests of the Surviving Corporation.
- 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 Plan of Merger shall become effective as of 12:01 AM on June 30, 2009.

The state of the s

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
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Secretary
Treasurer
Assistant Secretaries:

Donald L. Jerngian
Terry Shaw
Brent Snyder
Lars Houmannn
David Crane
Michael Schultz

Robert Henderschedt Terry Shaw

Lynn Addiscott
L. Mark Block
Dan Enderson
Janice Hagensicker

Kelly Pettijohn
Ariel De Prada
Gary C. Skilton
Tom Williams
Michael Saunders

2009 JUN 30 PM 12: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 13. Employees of Disappearing Entity. The Disappearing Entity has no employees.
- 14. Management 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.

I:\LEGAL\AHSS\docs\merger LLC Lornils.Doc