

726307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

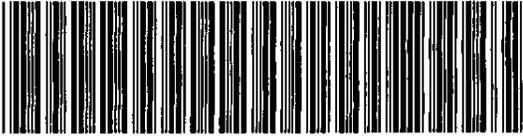
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
12/31/11

MEYER
[Signature]
1-5-11

THE STATE OF FLORIDA
DEPARTMENT OF REVENUE
2011 DEC 30 AM 10:05

FILED



Federal Express

December 29, 2011

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

**RE: AHS Services, Inc. (TX Document #7611950)
Adventist Health System/Sunbelt, Inc.
(FL Document #726307)**

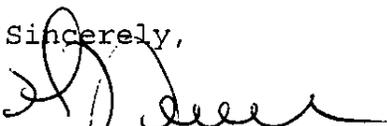
Dear Sir/Madam:

Please find enclosed Articles of Merger which incorporates a Plan of Merger entered into between Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation and the surviving entity of the merger, and AHS Services, Inc., a Texas (for profit) corporation, together with our check in the amount of \$70.00¹ which we understand is the fee for recording the enclosure and providing us with a 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

TLT/mkl
Enclosures

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¹ It is our understanding that the merger is \$35.00 for each party to the merger.

FILED
2011 DEC 30 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
BETWEEN
AHS SERVICES, INC., a Texas Corporation ("Disappearing
Corporation")
AND
ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida
Not for Profit Corporation
("Surviving Corporation")

EFFECTIVE DATE
12-31-11

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

1. The undersigned corporations have adopted a Plan of Merger made a part hereof.
2. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., a Florida Not for Profit Corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 617.1107 of the *Florida Statutes* and Chapter 10 of the Texas Business Organizations Code.
5. The merger of the undersigned corporations will become effective at midnight on December 31, 2011.
6. The sole stockholder and the Board of Directors of the Disappearing Corporation have adopted and/or approved the Plan of Merger, and the Board of Directors and the sole corporate member of the Surviving Corporation have approved the Plan of Merger.
7. AHS Services, Inc. is a Texas corporation and Adventist Health System/Sunbelt, Inc. is a Florida Not for Profit Corporation.
8. The stockholder of AHS Services, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 8th day of December 2011, at which

meeting a quorum was present and voting and such Plan of Merger was ratified and approved by at least two-thirds of the members present and entitled to vote.

9. The sole corporate member of Adventist Health System/Sunbelt, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 8th day of December, 2011.
10. The Plan of Merger reads as follows:

This Plan of Merger is made by and between AHS SERVICES, INC., a Texas 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 AHS Services, 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 pursuant to Section 617.1107 of the Florida Statutes and under the laws of the State of Texas, in the manner provided therefor pursuant to Chapter 10 of the Texas Business Organizations Code.
- B. The sole corporate member of the Surviving Corporation has approved the merger, and the sole stockholder of the Disappearing Corporation has approved the merger.
- C. The respective Boards of Directors of the Constituent Corporations, the sole shareholder of the Disappearing Corporation and the sole corporate member 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 herein below set forth.

1. **Agreement to Merge.** The Constituent Corporations hereby agree that AHS Services, 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: 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.
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 the laws of the State of Florida.
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 herein below set forth, upon whom process, notices and demands against AHS Services, Inc. or Adventist Health System/Sunbelt, Inc. may be served: Jeff Bromme, 900 Hope Springs Way, Altamonte Springs, Seminole County, Florida 32714.

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 AHS Services, 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 AHS Services, 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 midnight on December 31, 2011.
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.

13. **Employees of Disappearing Corporation.** All of the employees of the Disappearing Corporation have been transferred to the parent corporation of the Surviving Corporation.
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.
15. **Stock of Disappearing Company.** The ownership interests of the Surviving Corporation are to be canceled rather than converted or exchanged.

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 shareholders, the day and year first above written.

Signed in the
Presence of:

AHS SERVICES, INC.

Angela Bennett
Linda Knutson
As to Disappearing
Corporation

By: Kenneth A. Finch
Name: Kenneth A. Finch
Title: President / CEO

Signed in the
Presence of:

**ADVENTIST HEALTH SYSTEM/
SUNBELT, INC.**

Joseph Smith
Michael E. Saunders
As to Surviving
Corporation

By: Michael E. Saunders
Name: Michael E. Saunders
Title: Assistant Secretary