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14 APR 11 21 3:13  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Merger  
APR 16 2014  
R. WHITE

**Buchanan Ingersoll & Rooney PC**  
Attorneys & Government Relations Professionals

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April 10, 2014

**VIA UPS OVERNIGHT DELIVERY**

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

Re: Merger of St. Francis Hospital into Allegany Franciscan Ministries, Inc.

Dear Sir or Madam:

We have enclosed Articles of Merger of St. Francis Hospital, Inc., a Florida not for profit corporation, into Allegany Franciscan Ministries, Inc., a Florida not for profit corporation. In addition, we have enclosed a check from this law firm in the amount of \$70.00 for the filing fee of the Articles of Merger. Please provide us with a date/stamped copy (extra copy enclosed) at your earliest convenience.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8179. Thank you.

Very truly yours,



Kelly J. Hahn,  
Legal Assistant

**ARTICLES OF MERGER  
OF  
ST. FRANCIS HOSPITAL, INC.  
INTO  
ALLEGANY FRANCISCAN MINISTRIES, INC.**

FILED  
14 APR 11 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida law, including without limitation, Florida Statutes §§ 617.1101, 617.1103, and 617.1105, the undersigned not for profit corporations, desiring to effect a merger, hereby certify as follows:

**Article I**

St. Francis Hospital, Inc. ("SFH") is hereby merged with and into Allegany Franciscan Ministries, Inc. ("AFM") such that AFM shall be the corporation surviving the merger (the "Surviving Corporation").

**Article II**

The name of the Surviving Corporation is Allegany Franciscan Ministries, Inc.

**Article III**

The Surviving Corporation is a Florida not for profit corporation and the address of its current registered office in the State of Florida is 33920 U.S. Highway 19 North, #269, Palm Harbor, Florida 34684.

**Article IV**

The Plan and Agreement of Merger is attached hereto as Exhibit A and is hereby incorporated in its entirety by reference herein (the "Plan of Merger").

**Article V**

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617, by the Board of Trustees of SFH on January 9, 2014, and by the Member of SFH on December 10, 2013, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

**Article VI**

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617, by the Board of Trustees of AFM on December 10, 2013, and by the Member of AFM on March 21, 2014, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

**Article VII**


The Articles of Incorporation of the Surviving Corporation, as amended, existing on the effective date of these Articles of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Articles of Incorporation or by applicable law, and shall not be amended as a result of these Articles of Merger or the transactions evidenced hereby.

**Article VIII**

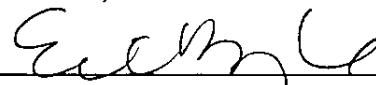
These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

**IN WITNESS WHEREOF**, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 26<sup>th</sup> day of March, 2014.

ST. FRANCIS HOSPITAL, INC.

By:   
Name: Eileen C. Boyle  
Title: President

ALLEGANY FRANCISCAN  
MINISTRIES, INC.

By:   
Name: Eileen C. Boyle  
Title: President

## EXHIBIT A

### PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 26<sup>th</sup> day of March, 2014, by and between St. Francis Hospital, Inc., a Florida not for profit corporation (the "Merging Corporation") and Allegany Franciscan Ministries, Inc., a Florida not for profit corporation ("AFM").

#### WITNESSETH:

WHEREAS, the Merging Corporation was incorporated in the State of Florida on March 1, 1966, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, AFM was incorporated in the State of Florida on October 11, 1982, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, the Merging Corporation and AFM deem it advisable and in their respective best interests that the Merging Corporation be merged with and into AFM (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

#### ARTICLE I

##### PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between the Merging Corporation and AFM, is adopted pursuant to the provisions of Florida Statutes, §§ 617.1101 and 617.1103, as follows:

- (a) The Merging Corporation shall be merged with and into AFM as the surviving corporation (the "Surviving Corporation"), to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be Allegany Franciscan Ministries, Inc.
- (c) As of the effective time and date of the Merger, the separate existence of the Merging Corporation shall cease and all the property, real, personal and mixed, of the Merging Corporation, and all debts due on whatever account to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporation.

1.02 Effective Date. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Department of State of the State of Florida.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be Allegany Franciscan Ministries, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporation shall be conducted by the Surviving Corporation. The principal office of AFM immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the AFM Board of Trustees.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and trustees of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

## ARTICLE II

### TRUSTEES AND OFFICERS

2.01 Trustees and Officers of Surviving Corporation; Authorization.

- (a) The existing Board of Trustees of AFM shall continue to serve as the Board of Trustees of the Surviving Corporation until the next annual meeting and until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (b) All persons who, as of the effective date of the Merger, are officers of AFM, shall remain as officers of the Surviving Corporation until the next annual meeting and until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (c) The Chairpersons and Presidents of the Merging Corporation and AFM, respectively, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this

Agreement and the Articles of Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger herein provided for.

### ARTICLE III

#### ARTICLES OF INCORPORATION AND BYLAWS

3.01 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of AFM, as existing on the effective date of this Agreement, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

### ARTICLE IV

#### BEQUESTS AND DISTRIBUTIONS

4.01 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, the Merging Corporation may be designated as a beneficiary of a last will and testament, testamentary trust, inter vivos trust, or some other similar instrument, and that any and all such bequests and distributions shall be distributed and delivered to the Surviving Corporation for use by such Surviving Corporation in accordance with applicable law.



ARTICLE V

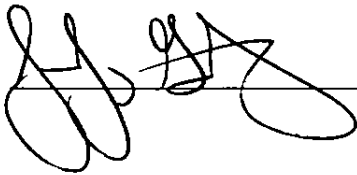
INTERPRETATION AND ENFORCEMENT

5.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.


IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

ATTEST:

ST. FRANCIS HOSPITAL, INC., a Florida  
not for profit corporation

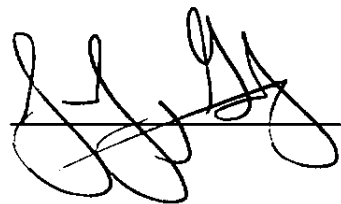


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By:   
Name: Eileen C. Boyle  
Title: President

ATTEST:

ALLEGANY FRANCISCAN  
MINISTRIES, INC., a Florida not for profit  
corporation



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By:   
Name: Eileen C. Boyle  
Title: President

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OF  
ST. FRANCIS HOSPITAL, INC.  
INTO  
ALLEGANY FRANCISCAN MINISTRIES, INC.**

FILED

14 APR 11 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Article III**

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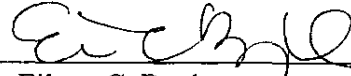
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ST. FRANCIS HOSPITAL, INC.

By:   
Name: Eileen C. Boyle  
Title: President

ALLEGANY FRANCISCAN  
MINISTRIES, INC.

By:   
Name: Eileen C. Boyle  
Title: President

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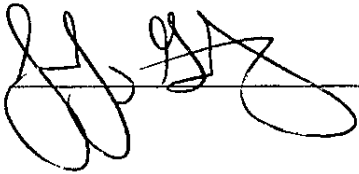
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ATTEST:

ST. FRANCIS HOSPITAL, INC., a Florida not for profit corporation

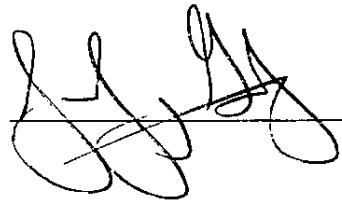


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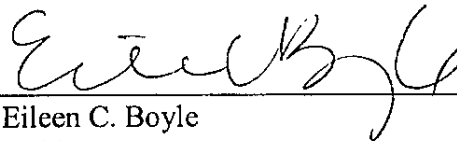
By:   
Name: Eileen C. Boyle  
Title: President

ATTEST:

ALLEGANY FRANCISCAN MINISTRIES, INC., a Florida not for profit corporation



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By:   
Name: Eileen C. Boyle  
Title: President