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**Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE

Lifepoint Holdings 2, LLC

Certificate of Status	0
Certified Copy	0
Page Count	PT 8
Estimated Charge	\$87.50

\$600

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 31, 2003

BARTOW HEALTHCARE PARTNER, INC.
103 POWELL COURT, SUITE 200
BRENTWOOD, TN 37027US

SUBJECT: BARTOW HEALTHCARE PARTNER, INC.
REF: F04878

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.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

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**ARTICLES OF MERGER
 MERGING
 BARTOW HEALTHCARE PARTNER, INC.
 (a Florida corporation) ✓ F04878
 WITH AND INTO
 LIFEPOINT HOLDINGS 2, LLC
 (a Delaware limited liability company)**

EFFECTIVE DATE
11-04

Pursuant to Sections 607.1109 and 607.1108 of the Florida Business Corporation Act (the "Act") and Section 18-209 the Delaware Limited Liability Company Act, Bartow Healthcare Partner, Inc., a Florida corporation (the "Corporation"), and LifePoint Holdings 2, LLC, a Delaware limited liability company (the "LLC"), hereby adopt the following Articles of Merger:

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.
2. The Plan was approved by the Corporation in accordance with the applicable provisions of the Act.
3. The Plan was approved by the LLC in accordance with the applicable laws of the State of Delaware.
4. The Plan shall become effective at 12:01 a.m. on January 1, 2004.
5. The surviving entity is LifePoint Holdings 2, LLC (the "Surviving Entity").
6. The Surviving Entity's principal office is located at 103 Powell Court, Suite 200, Brentwood, Tennessee 37027.
7. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Corporation.
8. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Act.

[Signature page follows]

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IN WITNESS WHEREOF, each of the undersigned has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 30th day of December, 2003.

BARTOW HEALTHCARE PARTNER, INC.

By: W-F Carpenter III
William F. Carpenter III, Senior Vice President

LIFEPOINT HOLDINGS 2, LLC

By: W-F Carpenter III
William F. Carpenter III, President

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EXHIBIT A

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RECORDS DIVISION
HARTFORD, CONNECTICUT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 30, 2003 (this "Agreement"), is by and between Bartow Healthcare Partner, Inc., a Florida corporation (the "Corporation") whose sole shareholder is LifePoint Holdings 3, Inc., a Delaware corporation ("Parent"), and LifePoint Holdings 2, LLC, a Delaware limited liability company (the "LLC") whose sole member is LifePoint Hospitals Holdings, Inc., a Delaware corporation ("Holdings").

RECITALS:

WHEREAS, Parent, as sole shareholder of the Corporation, and the board of directors of the Corporation have determined that it is in the best interest of the Corporation to consummate the business combination transaction provided for herein in which the Corporation will merge with and into the LLC, subject to the terms and conditions set forth herein (the "Merger");

WHEREAS, Holdings, as sole member of the LLC, has determined that it is in the best interest of the LLC to consummate the Merger;

NOW, THEREFORE, in consideration of the mutual covenants, representations, warranties and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Corporation and the LLC agree as follows:

**ARTICLE 1
THE MERGER**

1.1. The Merger. Subject to the terms and conditions of this Agreement, in accordance with the Florida Business Corporation Act and the Delaware Limited Liability Company Act (the "Act"), at the Effective Time (as defined in Section 1.2 hereof), the Corporation shall merge with and into the LLC. The LLC shall be the surviving entity (the "Surviving Entity") in the Merger and shall continue its limited liability company existence under the laws of the State of Delaware. The address of the Surviving Entity's principal place of business is 103 Powell Court, Suite 200, Brentwood, Tennessee 37027. Upon consummation of the Merger, the separate corporate existence of the Corporation shall terminate. At and after the Effective Time, the Merger shall have the effects set forth in the applicable provisions of the Act.

1.2. Effective Time. The Merger shall become effective at 12:01 a.m. on January 1, 2004 (the "Effective Time"), as set forth in the certificate of merger which shall be filed with the Secretary of State of the State of Delaware and the articles of merger which shall be filed with the Secretary of State of the State of Florida.

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**ARTICLE 2
EXCHANGE OF SHARES**

2.1 Effects of the Merger on Securities of the LLC. As of the Effective Time, each unit of membership interest of the LLC issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall continue to represent one unit ("Unit") of membership interest of the Surviving Entity. As of the Effective Time, in consideration of the Merger, Parent shall receive 3% of the issued and outstanding Units of the Surviving Entity and Holdings shall own the remaining 97% of the issued and outstanding Units of the Surviving Entity.

2.2 Effects of the Merger on Securities of the Corporation. At the Effective Time, each share of the common stock, par value \$1.00 per share, of the Corporation ("Corporation Common Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of this Agreement and without any further action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired without payment of any consideration therefor.

**ARTICLE 3
EFFECTS OF THE MERGER**

3.1. Certificate of Formation. At the Effective Time, the Certificate of Formation of the LLC as in effect at the Effective Time shall be the Certificate of Formation of the Surviving Entity (the "Surviving Entity Certificate").

3.2. Limited Liability Company Agreement. At the Effective Time, the Limited Liability Company Agreement of the LLC as in effect at the Effective Time shall be the limited liability company agreement of the Surviving Entity (the "Surviving Entity LLC Agreement") until thereafter amended in accordance with applicable law and the Surviving Entity Certificate.

3.3. Management. At the Effective Time, the LLC is member-managed and, thereafter, the Surviving Entity shall continue to be member-managed until the Surviving Entity LLC Agreement is appropriately amended in accordance with applicable law and the Surviving Entity Certificate. As of the Effective Time, the names and business addresses of the members that manage the LLC are (i) LifePoint Hospitals Holdings, Inc., 103 Powell Court, Suite 200, Brentwood, Tennessee 37027 and (ii) LifePoint Holdings 3, Inc., 103 Powell Court, Suite 200, Brentwood, Tennessee 37027.

[Signature page follows]

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IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first above written.

BARTOW HEALTHCARE PARTNER, INC.

By: W F Gyl

William F. Carpenter III, Senior Vice President

LIFEPOINT HOLDINGS 2, LLC

By: W F Gyl

William F. Carpenter III, President

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