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TALLAHASSEE, FL

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SEP 21 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BETHESDA HOSPITAL, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kyle R. Saxon, Esq.

(Contact Person)

Saxon & Fink, I.L.P.

(Firm/Company)

9065 SW 87 Avenue, Suite 112

(Address)

Miami, Florida 33176

(City/State and Zip Code)

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TALLAHASSEE, FL

For further information concerning this matter, please call:

Kyle R. Saxon

(Name of Contact Person) At (305) 371-9575
(Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SAXON & FINK, LLP

2121 PONCE DE LEON BLVD.
SUITE 740
CORAL GABLES, FLORIDA 33134

—
(305) 371-9575
—

FAX (305) 371-8011

September 15, 2021

Diane Cushing
Senior Section Administrator
Division of Corporations
The Center of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Via Federal Express

Re: Articles of Merger and Amended and Restated Articles of Incorporation.

Dear Ms. Cushing:

If you recall, a while ago you were so kind as to intercept my Fed Ex envelope containing the enclosed Articles of Merger and Amended and Restated Articles of Incorporation and return them to me. They are now ready for filing.

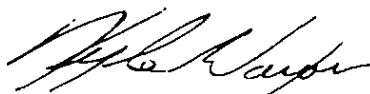
As you can see, the checks for the filing fees have already been processed.

Please return the certified copies to the undersigned.

Please contact me if you have any questions regarding this filing. My email address is kylesaxon@saxonfink.com.

Thank you for your help with this.

Sincerely,



KYLE R. SAXON

8/16



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2021

KYLE R. SAXON, ESQ.
SAXON & FINK LLP
9065 SW 87 AVENUE, SUITE 112
MIAMI, FL 33176

SUBJECT: BETHESDA HOSPITAL, INC.
Ref. Number: N03995

We have received your document for BETHESDA HOSPITAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning the attached document as requested on 08/24/2021. I'm sorry I could not stop the check from being processed so when you decide to go ahead with the filing return it to my attention.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 821A00020795

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SECRETARY OF STATE
FILED

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

BETHESDA HOSPITAL, INC., a Florida not-for-profit corporation. Document No. N03995.

Second: The name and jurisdiction of the **merging** corporation:

BETHESDA HEALTH, INC., a Florida not-for-profit corporation. Document No. N03785.

Third: The Plan of Merger is attached.

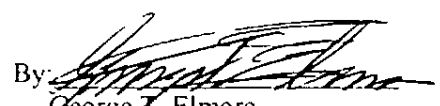
Fourth: The merger shall become effective on October 1, 2021.

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on January 28, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 8 FOR 0 AGAINST. The Plan of Merger was adopted by Board of Directors of Bethesda Health, Inc., the sole member of the surviving corporation on, January 28, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 8 FOR 0 AGAINST.

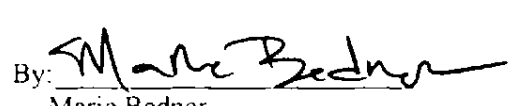
Sixth: The Plan of Merger was adopted by members of the merging corporation on, January 28, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 8 FOR 0 AGAINST.

Seventh: Signatures of surviving corporation and merging corporation:

BETHESDA HOSPITAL, INC.

By: 
George T. Elmore,
Chairperson of the Board of
Directors

BETHESDA HEALTH, INC.

By: 
Marie Bedner,
Chairperson of the Board of
Directors

PLAN OF MERGER

BETHESDA HOSPITAL, INC. and BETHESDA HEALTH, INC.

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

1. The name and jurisdiction of the **surviving** corporation:

BETHESDA HOSPITAL, INC., a Florida not-for-profit corporation.
2. The name and jurisdiction of the **merging** corporation:

BETHESDA HEALTH, INC., a Florida not-for-profit corporation.
3. The terms and conditions of the merger are as follows:
 - i. The two corporations, once merged, shall be a single corporation and that corporation shall be Bethesda Hospital, Inc.
 - ii. Bethesda Hospital, Inc., the surviving corporation, shall possess all of the rights, privileges, powers and franchises and all property, both real, personal and intangible of the merging corporation.
 - iii. All debts, contracts and agreements of the merging corporation shall be vested in the surviving corporation and all property, rights, privileges, powers and franchises and all and every other interest shall be the property of the surviving corporation and the title to any real estate vested by deed or otherwise in the merging corporation and all agreements, covenants, declarations and easements relating thereto and all leasehold rights and interests, whether as lessor or lessee of the merging corporation shall be vested in the surviving corporation and shall not revert or be in any way impaired by reason of this merger.
 - iv. All rights of creditors and any liens affecting any property of the merging corporation shall be preserved and unimpaired and shall attach to the surviving corporation and may be enforced against the surviving corporation to the same extent as if originally incurred by the surviving corporation.
 - v. Any action or proceeding whether civil or administrative, pending by or against the merging corporation shall be prosecuted as if the merger had not taken place or the surviving corporation may be substituted in such action or proceeding.
 - vi. All corporate acts, plans, policies, contracts, approvals and authorizations of the merging corporation or its Board of Directors or officers which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be effective and binding on the surviving corporation.
4. Amended and Restated Articles of Incorporation of BETHESDA HOSPITAL, INC., are being filed to reflect the change of the member of the surviving corporation from Bethesda Health, Inc. to the members of the Bethesda Hospital, Inc. Board of Directors.