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TRENAM-KEMKER

NO. 6935 P. 1

NO 6924

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Division of Corporations
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MERGER OR SHARE EXCHANGE

ALL CHILDREN'S HOSPITAL FOUNDATION, INC.

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PAGE 01/09

FEB. 12. 2007 3:53PM

TRENAM, KEMKER

NO. 6935 P 3

From: 850-203-0351

Page: 1/1

Date: 2/8/2007 11:35:47 AM



February 8, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ALL CHILDREN'S HOSPITAL FOUNDATION, INC.
801 SIXTH STREET, SOUTH
ST. PETERSBURG, FL 33701US

SUBJECT: ALL CHILDREN'S HOSPITAL FOUNDATION, INC.
REF: N06924

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NO. 6935 P. 4

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**ARTICLES OF MERGER OF ACHS PROPERTIES, INC.
WITH AND INTO ALL CHILDREN'S HOSPITAL FOUNDATION, INC.**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to the Florida Business Corporation Act and the Florida Not for Profit Corporation Act, for the purpose of merging ACHS PROPERTIES, INC., a Florida for-profit corporation, with and into ALL CHILDREN'S HOSPITAL FOUNDATION, INC., a Florida not-for-profit corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
All Children's Hospital Foundation, Inc.	Florida
ACHS Properties, Inc.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "ALL CHILDREN'S HOSPITAL FOUNDATION, INC."

3. This merger is permitted under the laws of the State of Florida. ACHS PROPERTIES, INC., and ALL CHILDREN'S HOSPITAL FOUNDATION, INC., have complied with the applicable provisions of the laws of the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF ACHS PROPERTIES, INC. and ALL CHILDREN'S HOSPITAL FOUNDATION, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit A attached hereto and incorporated herein by reference.

5. The Board of Trustees of ALL CHILDREN'S HOSPITAL FOUNDATION, INC., the Surviving Corporation in the merger, approved, recommended and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective September 30, 2006, and directed that such document be submitted to a vote of its sole member. The Board of Directors of ACHS PROPERTIES, INC., approved, recommended and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective September 28, 2006, and directed that such document be submitted to a vote of its sole shareholder. The sole member of ALL CHILDREN'S HOSPITAL FOUNDATION, INC., and the sole shareholder of ACHS PROPERTIES, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent dated effective September 28, 2006, in the manner prescribed by law.

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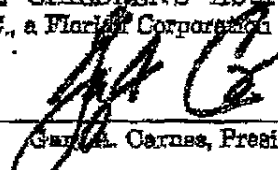
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6. The effective date of the merger contemplated by the ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be upon filing Articles of Merger with FL Dept. of State.

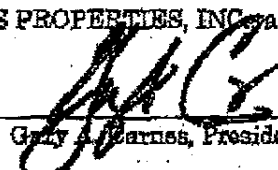
These ARTICLES OF MERGER have been signed by the President of ALL CHILDREN'S HOSPITAL FOUNDATION, INC., and by the President of ACES PROPERTIES, INC., each thereunto duly authorized, dated effective as of the 30th day of September, 2006.

ALL CHILDREN'S HOSPITAL FOUNDATION,
INC., a Florida Corporation

By: 

Gary A. Carnes, President

ACES PROPERTIES, INC. a Florida Corporation

By: 

Gary A. Carnes, President

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DIVISION OF CORPORATIONS
07 FEB 12 AM 9:42

FEB. 12. 2007 3:54PM TRENAM, KEMKER

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AGREEMENT AND PLAN OF MERGER OF
ACHS PROPERTIES, INC.
WITH AND INTO ALL CHILDREN'S HOSPITAL FOUNDATION, INC.

THIS AGREEMENT AND PLAN OF MERGER is dated effective September 30, 2006, and is made and entered into by and between ACHS PROPERTIES, INC., a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the "Merging Corporation") and ALL CHILDREN'S HOSPITAL FOUNDATION, INC., a corporation organized and existing under the laws of the State of Florida (being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations":

WHEREAS, the Board of Directors and Sole Shareholder of ACHS PROPERTIES, INC. and the Board of Trustees and Sole Member of ALL CHILDREN'S HOSPITAL FOUNDATION, INC. deem it advisable and in the best interests of the Constituent Corporations that ACHS PROPERTIES, INC. be merged with and into ALL CHILDREN'S HOSPITAL FOUNDATION, INC., with ALL CHILDREN'S HOSPITAL FOUNDATION, INC. being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGE

1.1 ACHS PROPERTIES, INC. shall be merged with and into ALL CHILDREN'S HOSPITAL FOUNDATION, INC. in accordance with the laws of the State of Florida. The separate corporate existence of ACHS PROPERTIES, INC. shall thereby cease, and ALL CHILDREN'S HOSPITAL FOUNDATION, INC. shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "ALL CHILDREN'S HOSPITAL FOUNDATION, INC."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such

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FEB. 12. 2007 3:54PM TRENAM, KEMKER

NO. 6935 P. 7

(((H07000033669 3)))

property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon September 30, 2006, and is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS

DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of ALL CHILDREN'S HOSPITAL FOUNDATION, INC., as in effect immediately prior to the Effective Time, shall, after

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07 FEB 12 AM 9:42

FEB. 12. 2007 3:55PM

TRENAM, KEMKER

NO. 6935 P. 8

(((H07000033669 3)))

the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of ALL CHILDRENS HOSPITAL FOUNDATION, INC., as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the members of the Board of Trustees and officers of ALL CHILDRENS HOSPITAL FOUNDATION, INC. immediately prior to the Effective Time shall, after the merger, continue as Trustees and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Merging Corporation presently has issued and outstanding shares of common stock ("ACHS PROPERTIES, INC. Common"). The Surviving Corporation is a Florida not-for-profit corporation and does not have any shares of stock outstanding.

4.2 At the Effective Time, each issued and outstanding share of ACHS PROPERTIES, INC. Common owned by its sole shareholder shall be cancelled and not converted.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of ACHS PROPERTIES, INC. or the Board of Trustees of ALL CHILDRENS HOSPITAL FOUNDATION, INC. may, in their sole discretion and at any time prior to filing with the Florida Department of State of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporations. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Trustees, Directors, officers or shareholder or member in respect of this Agreement and Plan.

5.2 The Shareholder of ACHS PROPERTIES, INC. dissenting to the Agreement and Plan, if any, shall be entitled, pursuant to Sections 607.1801, 607.1802,

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FEB. 12. 2007 3:55PM TRENAM, KEMKER

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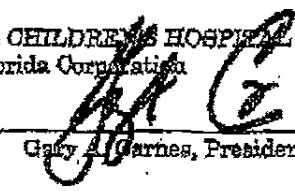
and 607.1820 of the Florida Business Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

5.4 This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

This Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Sole Shareholder of ACHS PROPERTIES, INC., and the Board of Trustees and the Sole Member of ALL CHILDREN'S HOSPITAL FOUNDATION, INC. effective as of the day and year first above written.

ALL CHILDREN'S HOSPITAL FOUNDATION, INC.
a Florida Corporation

By: 
Gary A. Carnes, President

ACHS PROPERTIES, INC., a Florida Corporation

By: 
Gary A. Carnes, President

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