

**NO 7000010388**

\_\_\_\_\_  
(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

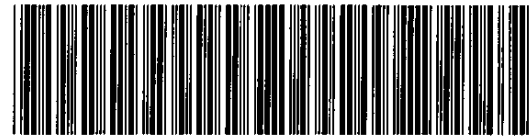
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*Merge*

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**FILED**  
2008 JAN 11 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CENTRAL FLORIDA HEALTH ALLIANCE, 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:

PHILIP J. BRAUN  
(Contact Person)

CENTRAL FLORIDA HEALTH ALLIANCE, INC.  
(Firm/Company)

600 EAST DIXIE AVE  
(Address)

LEESBURG FL 34748  
(City/State and Zip Code)

For further information concerning this matter, please call:

PHILIP J. BRAUN At ( 352 ) 323-5924  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED

2009 JAN 11 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CENTRAL FLORIDA HEALTH ALLIANCE, INC.	FLORIDA	N07000010388

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CENTRAL FLORIDA HEALTH CARE DEVELOPMENT CORPORATION	FLORIDA	N13443
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

*(Attach additional sheets if necessary)*

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on January 8, 2008. The number of directors in office was Nine (9). The vote for the plan was as follows: Seven (7) FOR Zero (0) AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on January 8, 2008. The number of directors in office was Nine (9). The vote for the plan was as follows: Seven (7) FOR Zero (0) AGAINST

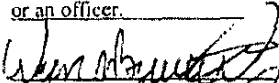
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

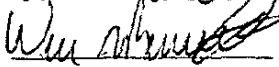
Typed or Printed Name of Individual & Title

CENTRAL FLORIDA HEALTH ALLIANCE, INC.



WILLIAM J. BINNEVELD, CHAIRMAN

CENTRAL FLORIDA HEALTH CARE DEVELOPMENT CORPORATION



WILLIAM J. BINNEVELD, CHAIRMAN

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**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CENTRAL FLORIDA HEALTH ALLIANCE, INC.</u>	<u>FLORIDA</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CENTRAL FLORIDA HEALTH CARE DEVELOPMENT CORPORATION</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

SEE ATTACHED - PLAN OF MERGER

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

SEE ATTACHED - PLAN OF MERGER -- EXHIBIT A  
AMENDED & RESTATED ARTICLES OF INCORPORATION FOR  
CENTRAL FLORIDA HEALTH ALLIANCE, INC.

Other provisions relating to the merger are as follows:

## PLAN OF MERGER

This **PLAN OF MERGER** (the "**Plan of Merger**") is agreed to and adopted by and between **Central Florida Health Alliance, Inc.**, a Florida not for profit corporation ("**CFHA**"), and **Central Florida Health Care Development Corporation**, a Florida not for profit corporation (the "**Non-Surviving Corporation**"), in connection with the merger of the Non-Surviving Corporation into CFHA pursuant to the Florida Not For Profit Corporation Act, to be effective on the Effective Date (as defined in Paragraph 3). CFHA and the Non-Surviving Corporation may be referred to herein individually as a "**Party**" and collectively as the "**Parties**."

**NOW THEREFORE**, in consideration of the mutual agreements, covenants, terms, and conditions contained herein, the Parties agree as follows:

1. **Surviving Corporation.** CFHA shall be the surviving corporation.
2. **Merging Corporations.** The Non-Surviving Corporation, which qualifies as a not for profit corporation under the Florida Not For Profit Corporation Act, shall merge, as of the Effective Date, with and into CFHA, with CFHA being the surviving corporation (the "**Merger**").
3. **Merger Effective Date.** The Merger shall be effective as of the date of filing with the Florida Department of State (the "**Effective Date**").
4. **Terms and Conditions of Merger.**
  - a. **Corporate Existence.** As of the Effective Date, the separate corporate existence of the Non-Surviving Corporation shall cease, as it shall have merged into CFHA.
  - b. **Articles of Incorporation.** The attached Amended and Restated Articles of Incorporation of CFHA ("**Exhibit A**") shall be effective as of the Effective Date.
  - c. **Property.** As of the Effective Date, title to all real estate and other property owned by the Non-Surviving Corporation immediately prior to the Effective Date shall be vested in CFHA without any reversion or impairment.
  - d. **Liabilities and Obligations.** As of the Effective Date, CFHA shall succeed to all liabilities and obligations of the Non-Surviving Corporation existing or accrued prior to the Effective Date.
  - e. **Pending Proceedings.** Any proceeding pending against the Non-Surviving Corporation prior to the Effective Date may be continued on and after the Effective Date as if the Merger did not occur, or CFHA, as the surviving corporation in the Merger, may be substituted in such proceeding in the place of the Non-Surviving Corporation. Proceedings pending against CFHA as of the Effective Date shall be unaffected by the Merger.

5. **Membership Rights.** CFHA shall have no members as specified in the Amended and Restated Articles of Incorporation and bylaws.

6. **Amendment.** This Plan of Merger may be amended at any time prior to the filing of Articles of Merger with the Florida Department of State, by resolutions duly adopted by the Boards of Directors of CFHA and the Non-Surviving Corporation.

7. **Abandonment.** After this Plan of Merger is adopted, at any time prior to the filing of Articles of Merger with the Florida Department of State, the Merger may be abandoned (subject to any contractual rights) by a resolution duly adopted by the Boards of Directors of CFHA or the Non-Surviving Corporation.

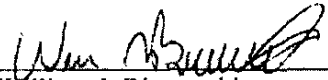
8. **Counterparts.** This Plan of Merger may be executed in two or more counterparts and each counterpart, when so executed and delivered, shall constitute an original instrument, and it shall not be necessary when making proof of this Agreement or any counterpart hereto to produce or account for any other counterparts.

**IN WITNESS WHEREOF**, this Plan of Merger is hereby executed on behalf of each of the Parties by their respective authorized officers, as of the Effective Date.

**CENTRAL FLORIDA HEALTH  
ALLIANCE, INC.**

**CENTRAL FLORIDA HEALTH CARE  
DEVELOPMENT CORPORATION**

By:

  
\_\_\_\_\_  
William J. Binneveld  
Chairman

By:

  
\_\_\_\_\_  
William J. Binneveld  
Chairman



**EXHIBIT A**

Amended and Restated  
ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA HEALTH ALLIANCE, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

**EXHIBIT "A"**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA HEALTH ALLIANCE, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I**

**Name**

The name of the Corporation is Central Florida Health Alliance, Inc. (the "Corporation").

**ARTICLE II**

**Members**

The Corporation shall have no members.

**ARTICLE III**

**Perpetual Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV**

**Principal Office**

The street address of the principal office of the Corporation is 600 East Dixie Ave., Leesburg, Florida 34748.

**ARTICLE V**

**Purposes**

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To govern and carry out the purposes of a system of organizations described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") that acquire, own, operate and maintain hospitals in Florida that provide for the care of persons suffering from illness and/or disabilities without regard to race, creed, color, sex, religious belief, or national origin and further the promotion of health.

(b) To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

(c) To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the

## EXHIBIT "A"

powers herein above enumerated which are not in derogation of the laws of the State of Florida.

The Corporation is organized exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized.

### ARTICLE VI

#### Limitation on Corporate Powers

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

- 1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including the members, directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section (501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3 The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE VII

#### Initial Board of Directors

The number of Directors constituting the initial Board of Directors is nine (9), and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial Directors until the first regular meeting of the Board of Directors, or until their successors are appointed and qualified, are as follows:

**EXHIBIT "A"**

William J. Binneveld  
600 East Dixie Ave.  
Leesburg, Florida 34748

David L. Sustarsic, M.D.  
600 East Dixie Ave.  
Leesburg, Florida 34748

John D. Brandeburg  
600 East Dixie Ave.  
Leesburg, Florida 34748

Gregory A. Beliveau  
600 East Dixie Ave.  
Leesburg, Florida 34748

Shivakumar Hanubal, M.D.  
600 East Dixie Ave.  
Leesburg, Florida 34748

Celia K. Nelson, M.D.  
600 East Dixie Ave.  
Leesburg, Florida 34748

Janet B. Riddle  
600 East Dixie Ave.  
Leesburg, Florida 34748

Timothy I. Sullivan  
600 East Dixie Ave.  
Leesburg, Florida 34748

Robert Q. Williams, Esq.  
600 East Dixie Ave.  
Leesburg, Florida 34748

**ARTICLE VIII**

**Initial Registered Office and Registered Agent**

The initial registered office of the Corporation is located at 600 East Dixie Ave., Leesburg, Florida 34748 and the initial registered agent at such office is Philip J. Braun, whose acceptance of appointment as registered agent for the Corporation is set forth below.

**ARTICLE IX**

**Distribution Upon Dissolution or Liquidation**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the corporation to Leesburg Regional Medical Center, Inc., if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. If Leesburg Regional Medical Center, Inc., is then not so exempt, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to Leesburg Regional Medical Center, Inc., as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organization and operated exclusively for charitable, educational, and scientific purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code. No director, officer, member, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

**EXHIBIT "A"**

**ARTICLE X**  
**Incorporator**


The name of the incorporator of the Corporation is Philip J. Braun, whose street address is 600 East Dixie Avenue, Leesburg, Florida 34748.

**IN WITNESS WHEREOF**, the undersigned person has executed these Articles of Incorporation as of January 9th, 2008.

  
\_\_\_\_\_  
Philip J. Braun, Incorporator

**CONSENT OF INITIAL REGISTERED AGENT**

I, Philip J. Braun, hereby accept and consent to my appointment as registered agent of Central Florida Healthcare Development Corporation.

  
\_\_\_\_\_  
Philip J. Braun

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CENTRAL FLORIDA HEALTH ALLIANCE, 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:

PHILIP J. BRAUN  
(Contact Person)

CENTRAL FLORIDA HEALTH ALLIANCE, INC.  
(Firm/Company)

600 EAST DIXIE AVE  
(Address)

LEESBURG FL 34748  
(City/State and Zip Code)

For further information concerning this matter, please call:

PHILIP J. BRAUN At ( 352 ) 323-5924  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

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Tallahassee, Florida 32301

**MAILING ADDRESS:**  
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Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314