

N24000004376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

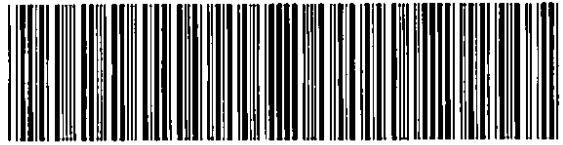
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/16/25--01007--004 70 00

FILED

2025 JUN 16 AM 8:42

CLERK OF DISTRICT COURT
FALL ASSEMBLY

FILED

2025 JUN 16 AM 10:23

CLERK OF DISTRICT COURT
FALL ASSEMBLY

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lee Health System, Inc (Document #)
(Corporation Name)
2. _____ (Document #)
(Corporation Name)
3. _____ (Document #)
(Corporation Name)
4. _____ (Document #)
(Corporation Name)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED

2025 JUN 16 AM 8:42

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)
Lee Health System, Inc.	Florida	N24000004376
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bonita Community Health Center, Inc.	Florida	N98000004321
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(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 May 29, 2025. The number of directors in office was 13. The vote for the plan was as follows: 13 FOR 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 May 29, 2025. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 13 FOR 0 AGAINST

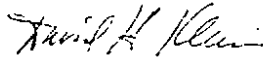
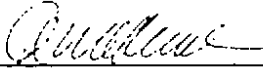
SECTION II

(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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Lee Health System, Inc.		David Klein, Board Chair
Bonita Community Health Center, Inc.		Anne Rose, Board Chair

FILED
2025 JUN 16 AM 8:42
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL 32301

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of May 29, 2025, by and between Lee Health System, Inc., a Florida not-for-profit corporation (the "Surviving Company"), and Bonita Community Health Center, Inc., a Florida not-for-profit corporation (the "Merging Company").

WITNESSETH:

WHEREAS, each of the Surviving Company and the Merging Company is a not-for-profit corporation duly incorporated and validly existing under the laws of the State of Florida and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) of the Code;

WHEREAS, the Merging Company is in the process of winding down its activities and operations;

WHEREAS, the Surviving Company is the sole member of the Merging Company and the Board of Directors of the Merging Company (the "Merging Company Board") deem it advisable and in the best interests to effect the Merger (as defined below), upon the terms and conditions as set forth herein; and

WHEREAS, the Board of Directors of the Surviving Company (the "Surviving Company Board") deem it advisable and in the best interests to effect the Merger, upon the terms and conditions as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Surviving Company and the Merging Company, intending to be legally bound, agree as follows:

1. **MERGER; SURVIVING COMPANY.** On and as of the Effective Time (as defined below), the Merging Company shall be merged with and into the Surviving Company, and the separate existence of Merging Company shall thereupon cease (the "Merger"). The identity, existence, powers, rights and immunities of the Surviving Company shall continue unimpaired by the Merger, and the Surviving Company shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of the Merging Company, including but not limited to those rights, privileges and powers of the Merging Company set forth in the Declaration of Protective Covenants and Restrictions dated December 10, 1998 and recorded at Book 3048, Page 2570 of the Official Records of Lee County, Florida, which rights, benefits, privileges and powers shall be and are specifically assigned to the Surviving Company. The Surviving Company shall continue to be governed by the laws of the State of Florida.

2. **EFFECTIVE TIME.** The Merger shall become effective on the date the Articles of Merger are filed with the Division of Corporations of the State of Florida (the "Effective Time").

3. **ORGANIZATIONAL DOCUMENTS OF SURVIVING COMPANY; MEMBERSHIP.** At the Effective Time:

(a) the Articles of Incorporation of the Surviving Company in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Company until thereafter amended as provided by applicable law; and

(b) the Bylaws of the Surviving Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Company until thereafter amended as provided by applicable law.

(c) all membership in and of the Merging Company shall terminate, with no other action being required of the Surviving Company or the Merging Company to effectuate such membership termination.

4. **Approval.** This Agreement and Plan of Merger has been approved by the Merging Company Board, the Surviving Company Board and by the Surviving Company, as the sole member of the Merging Company, and the Merging Company and Surviving Company hereby stipulate that each will cause to be executed and filed or recorded any document or documents prescribed under the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

5. **Other Actions.** The Surviving Company Board is authorized to construe and interpret this Agreement, as between the Merging Company and the Surviving Company, in order to implement and consummate the provisions of this Agreement and to determine all administrative procedures and accounting entries which may be deemed necessary, advisable, or appropriate in order to implement and consummate the Merger.

5. **Governing Law.** This Agreement shall be governed by the laws of the State of Florida regardless of the laws that might otherwise govern under the conflicts of laws principles of such state.

6. **Entire Agreement.** This Agreement constitutes the entire agreement and understanding between the parties hereto and supersedes all prior agreements and understandings, both written and oral, with respect to the subject matter of this Agreement.

7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original agreement, but all of which shall constitute one and the same agreement. Once signed, any reproduction of this Agreement made by reliable means (e.g., photocopy, electronic, facsimile) shall be considered an original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

SURVIVING COMPANY:

LEE HEALTH SYSTEM, INC.

By: 

Name: David Klein

Title: Board Chair

MERGING COMPANY:

BONITA COMMUNITY HEALTH
CENTER, INC.

By: 

Name: Anne Rose

Title: Board Chair