

Division of Corporations

# N95000001178

Florida Department of State  
Division of Corporations  
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF MERGER AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. IF YOU HAVE ANY QUESTIONS, PLEASE FEEL FREE TO CONTACT ME AT 407-618-6203. THANK YOU.

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### MERGER OR SHARE EXCHANGE BERT FISH MEDICAL CENTER, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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July 1, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BERT FISH MEDICAL CENTER, INC.  
ADMINISTRATION  
401 PALMETTO ST  
NEW SMYRNA BEACH, FL 32168US

SUBJECT: BERT FISH MEDICAL CENTER, INC.  
REF: N95000001178

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

There are no provisions in the Florida statutes for filing reverse mergers, please delete all mentions of reverse merger through the document.

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Teresa Brown  
Regulatory Specialist II

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**ARTICLES OF MERGER**  
**OF**  
**AHS ACQUISITION CORPORATION ("Merging Corporation")**  
**(a Florida not for profit corporation)**  
**AND**  
**BERT FISH MEDICAL CENTER, INC. ("Surviving Corporation")**  
**(a Florida not for profit corporation)**

TO: Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

1. The undersigned corporations pursuant to F.S. §17.1101 have adopted a Plan of Merger, a copy of which is made a part hereof.
2. The Control Number for each of the undersigned corporations is as follows:
  - A. AHS Acquisition Corporation (N09000010307).
  - B. Bert Fish Medical Center, Inc. (N9500001173).
3. The name of the Surviving Corporation is Bert Fish Medical Center, Inc., a Florida not-for-profit corporation.
4. As set forth in the Plan of Merger, a copy of which is set forth below, the incorporating documents of the Surviving Corporation shall be restated as set forth in the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A.
5. The merger of the undersigned corporations will become effective on July 1, 2010, at 12:00:01 a.m. (EDT).
6. The Board of Directors and Membership of Bert Fish Medical Center, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 24th day of June, 2010, at which meeting a quorum was present, and the Plan of Merger was ratified and approved unanimously by the Board of Directors and the Members present and entitled to vote.
7. The Board of Directors of AHS Acquisition Corporation via written consent effective as of June 10, 2010, and the Membership of AHS Acquisition Corporation at a duly called meeting held for that purpose on the 10<sup>th</sup> day of June, 2010, and at which a quorum

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was present, each adopted the Plan of Merger. The Plan of Merger was unanimously approved by the Board of Directors via written consent and the sole corporate Member present and entitled to vote on the matter.

#### PLAN OF MERGER

Pursuant to the provisions of F.S. §617.1101, this Plan of Merger is entered into by and between AHS Acquisition Corporation, a Florida not-for-profit corporation (herein "AAC" or the "Merging Corporation") and Bert Fish Medical Center, Inc., a Florida not for profit corporation (herein "BFMC" or the "Surviving Corporation"). The terms of the Plan of Merger:

##### 1. Structure of Merger.

AAC, a subsidiary of Adventist Health System Sunbelt Healthcare Corporation, plans to merge with BFMC.

The terms and conditions of the merger, the mode of carrying the merger into effect and the treatment of the membership interests of the Merging and the Surviving Corporations are as follows:

- i. AAC shall merge into BFMC in accordance with the applicable laws of the State of Florida.
- ii. The members of BFMC shall adopt Amended and Restated Articles of Incorporation (Exhibit A) and restated Bylaws, the content of which shall name Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) corporation, as constituting the membership of BFMC.

Upon the effective date of the merger:

- i. The Amended and Restated Articles of Incorporation of BFMC (Exhibit A) shall constitute the incorporating documents of the Surviving Corporation
- ii. The Bylaws of BFMC shall be repealed in their entirety and shall be replaced by the restated Bylaws.
- iii. The Board of Directors of the Surviving Corporation shall be as follows:

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**Board of Directors:**

Bruce Bergherm  
Pamela Davis  
Thomas DeSimone  
Josef Ghosn  
Todd Goodman  
Jackie Hercheck  
Ron Jimenez  
Mark LaRose  
John Marsh  
William K McGee  
Terry Owen  
Thomas Ownby MD  
Michael Schultz  
Daryl Tol  
Thomas M Weiss

**Officers:**

President: Michael Schultz  
Secretary: Lewis Seifert  
Asst. Secretary: Lynn Addiscott  
Asst. Secretary: Michael Saunders  
Asst. Secretary: David Singleton  
Asst. Secretary: Ariel De Prada

**Adoption/Ratification of Restated and Revised Lease Agreement.** In recognition that the lease of the Bert Fish Memorial Hospital and related land and facilities forms the primary purpose for which the parties have entered into Articles of Merger, the parties accept and approve the Revised and Restated Lease Agreement ("Revised Lease") between the Surviving Corporation and the Southeast Volusia Hospital District dated as of the effective date of the Articles of Merger or such other date as may be approved by the parties to the Revised Lease.

**Governing Laws.** The laws of the State of Florida permit the planned merger. The Surviving Corporation shall be governed by the laws of the State of Florida.

4. **Registered Agent.** It is agreed that the Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of AAC. The Registered Agent of the Surviving Corporation shall be T. L. Trimble, who is located at the Registered Office of the Surviving Corporation at 111 North


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Orlando Avenue, Winter Park, Florida 32789, and hereby is, irrevocably appointed as agent of the Surviving Corporation to accept service of process in any such proceeding.

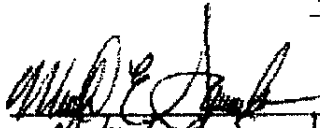
- 5. *Effect of Merger.* On and after the effective date of the merger as provided in the Agreement of Merger, all and singular the rights, privileges, powers, franchises and immunities, whether of a public or a private nature, of AAC shall be possessed by BFMC, subject to all the restrictions, disabilities and duties of AAC, and all property, real, personal and mixed, and all debts due to AAC or whatever account, as well as for all other things in action or belonging to said corporation shall be vested in BFMC; and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be the property of BFMC as they were of AAC and the title to any real estate vested by deed or otherwise in AAC shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of AAC shall be preserved and unimpaired and all debts, contracts, liabilities, obligations, and duties of AAC shall, upon the effective date of the merger attach to BFMC and may be enforced against it (in accordance with their terms) to the same extent as if they had been incurred or contracted by BFMC.

IN WITNESS WHEREOF, AHS Acquisition Corporation and Bert Fish Medical Center, Inc. have caused the foregoing Articles of Merger to be executed by their duly authorized officers under their respective corporate seals, this 30 day of June 2010.

**AHS ACQUISITION CORPORATION**

By:   
 Name: T. L. Trumble  
 Title: ASST. SECRETARY

ATTEST:

By:   
 Name: Michael E. Sanders  
 Title: Assistant Secretary

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BERT FISH MEDICAL CENTER INC.

By: [Signature]  
Name: Robert B. Willard  
Title: President

ATTEST:

By: [Signature]  
Name: DORAN JARVIS  
Title: SECRETARY

ACKNOWLEDGMENTS

STATE OF FLORIDA  
COUNTY OF ORANGE

BE IT REMEMBERED, that on this 30<sup>th</sup> day of June, 2010, before me, the undersigned, a Notary Public, in and for said County and State aforesaid, came T. L. TRIMMER, the Asst Secretary of AHS ACQUISITION CORPORATION, a not for profit Florida corporation, and MICHAEL C. SAUNIER, the Asst Secretary of AHS ACQUISITION CORPORATION, a not for profit Florida corporation, who are presently known to me to be the same persons who executed as such officers, the within instrument or writing on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Winter Park, Florida, the day and year last above written.

[Signature]  
Notary Public

My Commission Expires:  
June 26, 2011



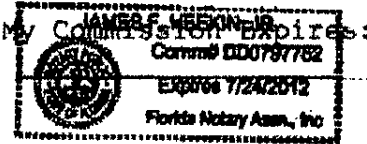
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STATE OF FLORIDA  
COUNTY OF VOLUSIA

BE IT REMEMBERED, that on this 30th day of June, 2010, before me, the undersigned, a Notary Public, in and for said County and State aforesaid, came ROBERT B. WILLIAMS the PRESIDENT / CEO of BERT FISH MEDICAL CENTER, INC., a not for profit Florida corporation, and DORRIN LLAAD the SECRETARY of BERT FISH MEDICAL CENTER, INC., a not for profit Florida corporation, who are presently known to me to be the same persons who executed as such officers, the within instrument or writing on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at New Smyrna Beach, FL, the day and year last above written.

*[Signature]*  
\_\_\_\_\_  
Notary Public



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**EXHIBIT A**

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**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BERT FISH MEDICAL CENTER, INC.**  
**(A Corporation Not for Profit)**

**PART I**

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These Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation of Bert Fish Medical Center, Inc., filed on March 13, 1991, as amended by the Articles of Amendment filed on June 30, 1995, (collectively "Original Articles"), omitting only matters of historical interest or of an editorial nature, and amending the Original Articles as identified in Part II. These Restated Articles of Incorporation shall take effect at 2:00:01 A.M. (EDST) on July 1, 2010.

**ARTICLE I**

**Name of Corporation, Mailing Address  
and Address of Principal Office**

The name of the corporation shall be Bert Fish Medical Center, Inc. (the "Corporation"). The principal office and mailing address of the Corporation is 401 Palmetto Street, New Smyrna Beach, Florida 32168.

**ARTICLE II**

**Purposes and Powers**

1. Purposes. The Corporation is organized and operated as a not-for-profit private corporation under the provisions of Chapter 617 of the Florida Statutes and Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code"). The purposes for which this Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Code. In furtherance of its charitable

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purposes, the Corporation shall lease and operate Bert Fish Medical Center, a general acute hospital located in New Smyrna Beach, Florida (the "Hospital"), and related assets utilized in association with the operation of the Hospital.

Notwithstanding any of the powers enumerated below, the Corporation shall not engage in activities that in themselves are not in furtherance of the charitable purposes set forth in Section 1 of this Article

2. Powers. The Corporation shall have the following powers:

- (a) To lease, acquire, construct, reconstruct, extend, make additions to, enlarge, improve, repair, remodel, restore, equip, furnish and operate health care facilities and programs which are or may be necessary for the care of the residents of Southeast Volusia County and such other individuals who seek services from the Hospital;
- (b) To do all acts necessary for the proper maintenance and administration of the Hospital and other health care facilities or programs, and to effect all acts necessary to accomplish the purpose of such administration;
- (c) To carry on educational activities relating to the care of the sick and injured which, in the opinion of the Corporation, may be justified by its facilities, personnel, funds and other factors; to promote and carry on research related to the care of the sick and injured; and to establish educational programs in accord with standards of local, state and national educational organizations and societies;
- (d) To participate as far as circumstances may permit, in the opinion of the Corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the residents of the community and to support or contribute to the

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operation of any other hospital or health care facility within the State of Florida;

- (e) To acquire, purchase, hold, lease and convey such real and personal property as the Board of Directors and/or Membership may deem proper or expedient to carry out the purposes of the Corporation;
- (f) To appoint and employ qualified administrators and other personnel whose qualifications are approved by the Board of Directors and/or Membership as being in the best interest of the Corporation's health care operations;
- (g) To borrow money and to issue notes, bonds and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Restated Articles of Incorporation and applicable law; and

To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or employee of the Corporation, or to the benefit of any other private individual or to the benefit of any private entity. No director or officer of the Corporation shall receive or be lawfully entitled to receive any compensation or other pecuniary benefit of any kind. No employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered in effecting one or more purposes of the Corporation; provided that neither a director nor an officer of the Corporation shall be considered an employee for purposes of this sentence. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall

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not participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have a perpetual existence

**ARTICLE IV**  
**Membership**

The Corporation is incorporated as a non-stock membership not-for-profit corporation. The sole corporate Member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("Member" or "Membership").

**ARTICLE V**  
**Board of Directors; Officers; Hospital Community Board**

Management of Corporation. Except for the retained powers held by the Membership as set forth in these Restated Articles of Incorporation and in the Bylaws, the business affairs and the funds of the Corporation shall be under the control and management of the Board of Directors and, as set forth in the Bylaws, the Hospital Community Board.

Election. The Membership of the Board of Directors shall not be less than three in number. Members of the Board of Directors and the Hospital Community Board shall be elected and hold office in accordance with the Bylaws. A Member of the Board of Directors and Hospital Community Board may be removed in accordance with the provisions of the Bylaws. The names and addresses of the Board of Directors are as follows:

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Bruce Berghern	401 Palmetto Street New Smyrna Beach, Florida 32168
Pamela Davis	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas DeSimone	401 Palmetto Street New Smyrna Beach, Florida 32168
Josef Ghosh	401 Palmetto Street New Smyrna Beach, Florida 32168
Todd Goodman	401 Palmetto Street New Smyrna Beach, Florida 32168
Jackie Hercheck	401 Palmetto Street New Smyrna Beach, Florida 32168
Ron Jimenez	401 Palmetto Street New Smyrna Beach, Florida 32168
Mark LaRose	401 Palmetto Street New Smyrna Beach, Florida 32168
John Marsh	401 Palmetto Street New Smyrna Beach, Florida 32168
William K. McGee	401 Palmetto Street New Smyrna Beach, Florida 32168
Terry Owen	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas Ownby MD	401 Palmetto Street New Smyrna Beach, Florida 32168
Michael Schultz	401 Palmetto Street New Smyrna Beach, Florida 32168
Daryl Tol	401 Palmetto Street New Smyrna Beach, Florida 32168
Thomas M. Weiss	401 Palmetto Street New Smyrna Beach, Florida 32168

The names and addresses of the Officers of the Corporation are as follows:

President	Michael Schultz
Secretary:	Lewis Seifert
Asst. Secretary:	Lynn Addiscott
Asst. Secretary:	Michael Saunders
Asst. Secretary:	David Singleton
Asst. Secretary:	<u>Ariel De Prada</u>

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recognized by the Internal Revenue Service as a 501(c)(3) organization, to receive the assets.

**ARTICLE VIII**  
**Bylaws**

The Bylaws of the Corporation shall be made and adopted, and may be altered, amended, or repealed, by the Membership, as provided in the Bylaws of the Corporation.

**ARTICLE IX**  
**Amendment of Restated Articles of Incorporation**

Amendments to these Restated Articles of Incorporation may be proposed by the Board of Directors at a duly called meeting of the Board of Directors at which a quorum is present, provided that the notice of meeting contains a full statement of the proposed changes. All amendments to the Restated Articles of Incorporation must be adopted by the Member. Nothing in this Article IX shall be deemed to prevent the Member from amending these Restated Articles of Incorporation without an act of the Board of Directors.

**PART II**

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1. The Restated Articles of Incorporation restate the Original Articles and further amend the Original Articles as specified below.
  - a. Part I, Article II, Section 1 ("Purposes") has been revised to simplify the purpose for which the Corporation was formed and to provide that the Corporation heretofore shall be constituted as a private, not a public, corporation.
  - b. Part I, Article II, Section 2 ("Powers") has been amended to provide that the Membership retains the right to

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approve the acquisition (by lease or otherwise) of assets by the Corporation as well as to approve the identity of the administrators who will manage the operations of the Corporation.

Part I, Article IV ("Members") has been renamed "Membership" and further amended to name Adventist Health System Sunbelt Healthcare Corporation as the sole Member of the Corporation.

Part I, Article V ("Directors") has been renamed "Board of Directors; Hospital Community Board" and revised to provide that the management of the Corporation except for the retained powers held by the Member shall be vested in the Board of Directors and to the degree set forth in the Bylaws, the Community Hospital Board. Revised Article V also provides that the election and removal of members to the Board of Directors and the Hospital Community Board shall be governed by the provisions of the Bylaws.

Part I, Article VI ("Registered Office and Agent") has been amended to change the registered agent and registered office address.

Part I, Article VII ("Incorporator") and Article VIII ("Indemnification") have been deleted, with the remaining articles renumbered accordingly.


Part I, Article VII, now entitled "Dissolution" has been revised to provide that any leased assets of the Corporation shall be returned to the applicable lessor, with all remaining assets - after allowance is made to pay the liabilities and obligations of the Corporation - to be distributed to the Member, provided, on the date of distribution the Member is a not-for-profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, failing which an affiliate of the Member, that is recognized as a 501(c)(3) organization shall receive the assets upon dissolution.

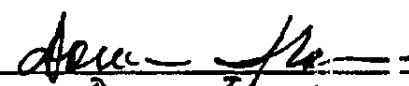
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- 2. The Restated Articles of Incorporation were duly adopted by the Member by a vote of not less than a majority of the votes cast on May 27, 2010.
- 3. There is no discrepancy between the Articles of Incorporation filed on March 13, 1995, as amended by the Articles of Amendment filed on June 30, 1995, and the provisions of these Restated Articles of Incorporation, other than the inclusion of the amendments as set forth in Part II, the omission of matters of historical interest, and minor editorial revisions.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed these Restated Articles of Incorporation this 30<sup>th</sup> day of June, 2010.

**BERT FISH MEDICAL CENTER, INC**

By:   
 Print Name: Robert D. Williams  
 President

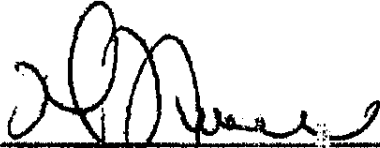
By:   
 Print Name: Doreen Iardi  
 Secretary/Assistant Secretary



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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of **VERT FISH  
MEDICAL CENTER, INC.**

  
\_\_\_\_\_  
T. L. Trimble