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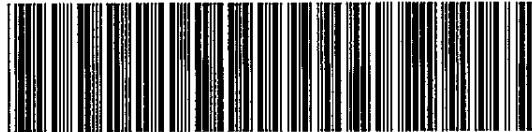
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 675040 7132640

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizutto

ORDER DATE : October 27, 2005

ORDER TIME : 10:07 AM

ORDER NO. : 675040-005

CUSTOMER NO: 7132640

FILED
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ST. ANTHONY'S PRIMARY CARE,
INC.

INTO

CARILLON PRIMARY CARE
& SPORTS MEDICINE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

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ARTICLES OF MERGER
(Cross Entity)

The following articles of merger are submitted in accordance with Section 607.1109 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Carillon Primary Care & Sports Medicine, Inc.	Florida	For Profit Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
St. Anthony's Primary Care, Inc.	Florida	Not For Profit Corporation

Third: The attached Plan of Merger meets the requirements of Sections 607.1108 and 617.1103, and was approved by each of the surviving corporation and merging corporation in accordance with Chapters 607 and 617 of the Florida Statutes.

Fourth: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

Fifth: The attached Plan of Merger was adopted by the board of directors and sole shareholder of the surviving corporation on Oct. 17, 2005.

Sixth: The attached plan of Merger was adopted by the sole member and the board of directors of the merging corporation on Oct 17, 2005.

Seventh: The merger is not prohibited by any agreement or the Articles of the merging corporation or the surviving corporation.

Dated this 17th day of Oct., 2005.

CARILLON PRIMARY CARE & SPORTS
MEDICINE, INC.

By: [Signature]
Its President

ST. ANTHONY'S PRIMARY CARE, INC.

By: [Signature]
Its President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is dated as the 17th day of Oct, 2005, by and between St. Anthony's Primary Care, Inc., a Florida not for profit corporation ("SAPC" or the "Merging Corporation") and Carillon Primary Care & Sports Medicine, Inc., a Florida corporation ("CPC" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, SAPC was incorporated in the State of Florida on September 18, 2002, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, CPC was incorporated in the State of Florida on October 3, 2005, and is subject to the laws of Florida applicable to for profit corporations; and

WHEREAS, cross-entity mergers are permitted pursuant to the provisions of Section 607.1108 of the Florida Statutes; and

WHEREAS, SAPC and CPC deem it advisable and in their respective best interests that SAPC be merged with and into CPC (the "Merger"), pursuant to the applicable provisions of Florida law.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Plan of Merger, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby agreed upon as follows:

ARTICLE I

PLAN OF MERGER

1.01 Adoption of Plan. This Plan of Merger by and between SAPC and CPC is adopted pursuant to the provisions of Florida Statutes, §§ 6017.1108 et seq, 617.1101 and 617.1103, as follows:

- (a) SAPC shall be merged with and into CPC, with CPC as the surviving corporation to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be Carillon Primary Care & Sports Medicine, Inc. and will remain a Florida business corporation.
- (c) As of the effective time of the Merger, the separate existence of the Merging Corporation shall cease and all the property, real, personal and mixed, of the Merging Corporation, and all debts due on whatever account to it, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporation.

1.02 Effective Date. The effective date of the Merger referenced in this Plan of Merger shall upon filing of the Articles of Merger with the Florida Department of State.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Plan of Merger, the corporate name of the Surviving Corporation shall be Carillon Primary Care & Sports Medicine, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporation shall be conducted by the Surviving Corporation. The principal office of the Merging Corporation immediately prior to the effective date of the Merger

shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the Surviving Corporation's Board of Directors.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

ARTICLE II

DIRECTORS AND OFFICERS

2.01 Directors of Surviving Corporation. The existing Board of Directors of CPC shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

2.02 Officers of the Surviving Corporation. All persons who, as of the effective date of the Merger, are officers of CPC, shall remain as officers of the Surviving Corporation until the next annual meeting or until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

2.03 Authorizations. The Presidents of CPC and SAPC, respectively, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly

authorized to execute this Plan of Merger and the Articles of Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger contemplated herein.

ARTICLE III

GOVERNING DOCUMENTS

3.01 Articles of Incorporation, Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of CPC, as existing on the effective date of this Plan of Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

3.02 Employer Identification Number. The Surviving Corporation shall exclusively use the federal employer identification number previously assigned to SAPC.

ARTICLE IV

OWNERSHIP OF SURVIVING CORPORATION

4.01 Members. The Merging Corporation has one member, St. Anthony's Hospital, Inc., who has approved the merger into the Surviving Corporation.

4.02 Stockholders. The stockholder of CPC shall continue to own the same number of shares in the Surviving Corporation as immediately prior to the Merger. No new shares of stock shall be issued as a result of the Merger.

ARTICLE V

INTERPRETATION AND ENFORCEMENT

5.01 Entire Plan of Merger. This Plan of Merger contains the entire Agreement and Plan of Merger between the parties with respect to the contemplated Merger. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

ATTEST:

CARILLON PRIMARY CARE & SPORTS
MEDICINE, INC., a Florida corporation

Marlyse K Beam

By: Said Ky S
Its President

ATTEST:

ST. ANTHONY'S PRIMARY CARE, INC.,
a Florida not for profit corporation

Marlyse K Beam

By: Said Ky S
Its President