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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Baptist Hospital, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 17 |
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Corporate Filing Menu

Help

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) |
|------------------------|---------------------|--|
| Baptist Hospital, Inc. | Florida | 700038 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------|---------------------|--|
| Baptist Health Care Corporation | Florida | 767266 |
| | | |
| | | |
| | | |
| | | |

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 10 / 1 / 2022 (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)

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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 September 26, 2022.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

10 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 _____

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 September 26, 2022. The number of directors in office was 10. The vote for the plan was as follows: 10 FOR 0 AGAINST _____

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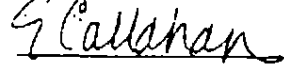
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
or an officerTyped or Printed Name of Individual & Title

Baptist Hospital, Inc.



Elizabeth Callahan, Assistant Secretary

Baptist Health Care Corporation



Elizabeth Callahan, Assistant Secretary

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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> |
|------------------------|---------------------|
| Baptist Hospital, Inc. | Florida |

The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| Baptist Health Care Corporation | Florida |
| | |
| | |
| | |
| | |

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:

Following the merger, the name of the Surviving Corporation will change from Baptist Hospital, Inc. to Baptist Health Care, Inc.

Other provisions relating to the merger are as follows:

ARTICLES OF MERGER

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "Act"), Baptist Health Care Corporation, a Florida not for profit corporation (the "Non-Surviving Corporation"), and Baptist Hospital, Inc., a Florida not for profit corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger"), attached hereto as Exhibit A and made a part hereof was unanimously approved by the members of the Board of Directors of the Non-Surviving Corporation at a duly called meeting on September 26, 2022, sets forth the terms and conditions pursuant to which the Non-Surviving Corporation will be merged with and into the Surviving Corporation with the Surviving Corporation being the surviving entity by operation of such merger (the "Merger").

2. The Plan of Merger and these Articles of Merger were unanimously approved by the members of the Board of Directors of the Surviving Corporation at a duly called meeting on September 26, 2022.

3. The Non-Surviving Corporation, as the sole corporate member of the Surviving Corporation, unanimously approved the Plan of Merger and these Articles of Merger at a duly called meeting on September 26, 2022.

4. The Non-Surviving Corporation has no members.

5. Pursuant to Section 617.1105(4) of the Act and in accordance with the resolutions duly adopted by the Surviving Corporation and the Non-Surviving Corporation, the Merger shall be effective as of 12:01 A.M. on October 1, 2022 (the "Effective Time").

[SIGNATURE PAGES FOLLOW]

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IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of September 26, 2022.

SURVIVING CORPORATION:

BAPTIST HOSPITAL, INC.,
a Florida not for profit corporation

By: _____

Name: _____

Its: _____

NON-SURVIVING CORPORATION:

BAPTIST HEALTH CARE CORPORATION,
a Florida not for profit corporation

By: _____

Name: _____

Its: _____

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EXHIBIT A

PLAN OF MERGER

In accordance with Section 607.1101 et seq. of the Florida Not For Profit Corporation Act (the "Act"), Baptist Health Care Corporation, a Florida not for profit corporation (the "Non-Surviving Corporation"), and Baptist Hospital, Inc., a Florida not for profit corporation (the "Surviving Corporation") hereby adopt the following plan of merger ("Plan of Merger").

1. Merger. In accordance with the provisions of the Act, the Non-Surviving Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall continue to exist under and be governed by the Act (the "Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time (as defined in the Articles of Merger) shall be amended and restated to reflect the Merger, as attached as Attachment 1.

3. Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall be revised as follows:

Directors

| | |
|-------------------|----------------|
| Kara Cardona | Dave Cleveland |
| David Hawkins | John Heer |
| Shirley Henderson | John Hosman |
| Ron Jackson | John Kizziah |
| Mike Mazenko | Marjorie Moore |
| Tom Owens | Marcus Paul |
| Martha Saunders | Steve Shell |
| Ricky Smith | Margaret Stopp |
| Brian Wyr | |

Officers

Ron Jackson, Chair
 Margaret Stopp, Vice Chair
 Kara Cardona, Vice Chair
 Dave Cleveland, Treasurer
 Ricky Smith, Secretary
 Elizabeth Callahan, Assistant Secretary

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4. Effect of Merger. As of the Effective Time, the separate existence of the Non-Surviving Corporation shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges and duties of the Non-Surviving Corporation, and title to all real estate and other property, or any interest therein, owned by the Non-Surviving Party, shall be vested in the Surviving Corporation without reversion or impairment, as more particularly set forth in the Act;

5. Amendments and Waivers. No amendment to any provision of this Plan of Merger shall be valid unless the same is in writing and signed by the parties hereto. No waiver by any party of any breach, default, or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default, or misrepresentation, or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing and signed by the waiving party to be effective.

6. Severability. Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof.

[SIGNATURE PAGES FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this September 26, 2022, as evidence that they agree, accept and adopt this Plan of Merger to be effective October 1, 2022.

SURVIVING CORPORATION:

BAPTIST HOSPITAL, INC.,
a Florida not for profit corporation

By: S Callahan
Name: Elizabeth Callahan
Its: Asst Secretary

NON-SURVIVING CORPORATION:

BAPTIST HEALTH CARE CORPORATION,
a Florida not for profit corporation

By: S Callahan
Name: Elizabeth Callahan
Its: Asst Secretary

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ATTACHMENT 1

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE SURVIVING CORPORATION

See attached.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAPTIST HOSPITAL, INC.**

- A. The name of this corporation is Baptist Hospital, Inc. (the “**Corporation**”).
- B. The Member and the Directors of this Corporation have each adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporation Act.
- C. These adopted amended and restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.
- D. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I - NAME

The name of this Corporation is Baptist Health Care, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business of this Corporation shall be 1717 North E St., Suite 320, Pensacola, Florida 32501. The mailing address of the principal place of business of this Corporation shall be 1717 North E St., Suite 320, Attn: Elizabeth C. Callahan, Pensacola, Florida 32501.

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the “**Code**”) and in furtherance of these purposes. Consistent with Section 501(c)(3) of the Code, the Corporation may:

- (a) Erect, maintain, sponsor, promote and operate not-for-profit hospitals, nursing homes, homes for the aged, diagnostic and treatment facilities, rehabilitation centers, medical research and educational centers, physician practices, health insurance plans, and such other services, buildings, facilities and centers as may be deemed appropriate and likely to contribute directly or indirectly to medical diagnosis, treatment and research, and to the Christian ministry of serving the sick or injured, the disabled, the aged or afflicted. The Corporation shall dedicate its efforts to the “healing of humanity’s hurt”; however, in no instance shall the Corporation engage in the practice of medicine.
- (b) Promote and support the charitable interests and purposes of the Corporation’s Subsidiaries that provide health care, education or research

activities, or otherwise conduct activities directly or indirectly in support of health care, education or research. A “**Subsidiary**” shall mean any entity which is wholly owned by the Corporation either directly or indirectly.

- (c) Be entitled to and be possessed of all the privileges, franchises and powers under Chapter 617 of the Florida Statutes, as now existing or hereafter amended. All of the properties, rights and privileges heretofore belonging to the Corporation under its original charter as amended are hereby confirmed to the Corporation.
- (d) Buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvements thereon necessary to further the objects of its business and in furtherance of its purposes.
- (e) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of its purposes.
- (f) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the Corporation’s property.
- (g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code in the course of which operation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
 - (ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - (iii) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth herein, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - POWERS

Consistent with Section 501(c)(3) of the Code, the Corporation shall have and exercise all powers of any corporation not for profit as they may now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its directors or officers or any private individual, except that the Corporation shall be authorized and empowered to buy reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE V - DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute in any proportions thought wise, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The name of the registered agent of the Corporation is Elizabeth C. Callahan. The address of this registered agent is 1717 North E Street, Suite 320, Pensacola, Florida 32501. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VII - MEMBERS AND DIRECTORS

7.1 Members. This Corporation has no members.

7.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation.

ARTICLE VIII - BYLAWS

The Directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, amend or rescind the same upon a Supermajority (75%) vote of the voting members of the Board of Directors, provided that a brief description of such proposed amendment(s) shall have been published in advance of the meeting at which approval is sought, and provided further, that the member of the Corporation shall approve such amendment before it shall become effective.

ARTICLE IX - TERM

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE X - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law and in accordance with the Bylaws of the Corporation.

The Directors of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation. The date of the adoption of the Amendment and Restatement of the Articles of Incorporation by the Directors, and the date of approval of such amendment and restatement, is September 26, 2022, to be effective October 1, 2022.

IN WITNESS WHEREOF, Baptist Health Care, Inc. has caused this Certificate to be signed in its name by its duly authorized officer this 26th day of September, 2022.

BAPTIST HEALTH CARE, INC.,
a Florida not for profit corporation

By: Callahan
Print Name: Elizabeth Callahan
Its: Asst Secretary

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
BAPTIST HEALTH CARE, INC.**

Having been, named as registered agent and to accept service of process for Baptist Health Care, Inc., at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.



ELIZABETH C. CALLAHAN

Date: September 26, 2022

CERTIFICATE

The Amended and Restated Articles of Incorporation of Baptist Health Care, Inc., were adopted by the Directors on September 26, 2022 to be effective October 1, 2022 and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, Baptist Health Care, Inc. has caused this Certificate to be signed in its name by its duly authorized officer this September 26, 2022.

BAPTIST HEALTH CARE, INC.
a Florida not for profit corporation

By: S Callahan
Print Name: Suzanne Callahan
Its Assistant Secretary