

705162

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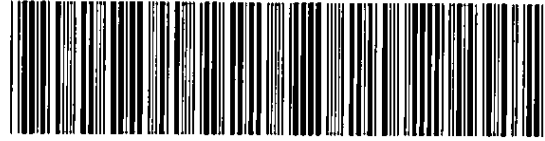
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12/30/20--01009--005 4478.75

Effective:  
12-31-20

Merger  
12/30/20

DC

2020 DEC 30 AM 10:39

2020 DEC 30 A 11:41

FILED

Ylw  
12/30/20



Philip M. Sprinkle II

December 30, 2020

Akerman LLP  
The Victor Building  
750 9th Street, N.W., Suite 750  
Washington, DC 20001

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***PERSONAL AND CONFIDENTIAL***

Via Hand Delivery

Ms. Gina McLeod, Chief  
Bureau of Commercial Recording  
Division of Corporations  
2415 N. Monroe St., Suite 810  
The Centre of Tallahassee  
Tallahassee, FL 32303

RE: Nicklaus Children's Health System  
Two (2) Conversions and One (1) Merger

Dear Ms. McLeod,

We cannot thank you enough for the personal attention to the enclosed filings on behalf of our client, Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"). In an effort to better serve the medical needs of children in Florida, NCHS has decided to streamline its corporate structure. Accordingly, we are converting two (2) Florida not for profit corporations into two (2) single member Florida limited liability companies that will then enjoy the tax-exempt status and tax characteristics of NCHS without separate annual filings. In addition, we are merging one (1) not for profit corporation into Nicklaus Children's Hospital in order to avoid administrative redundancies. All filings are to be effective at close of business on December 31, 2020. However, the three filings do not, in this instance, need to occur in any particular order so long as all are filed effective as provided above.

**Filing #1: Variety Children's Hospital d/b/a Nicklaus Children's Hospital (Doc. No: 705162)**

We have enclosed one (1) copy of the filing for Miami Children's Hospital Research Institute, Inc., a Florida not for profit corporation (the "**Merging Corporation**"), with and into Variety Children's Hospital d/b/a Nicklaus Children's Hospital, a Florida not for profit corporation (the "**Surviving Corporation**"). Accordingly, we have enclosed the corresponding Articles of Merger and Plan of Merger.

Our Firm's check is included in the amount of \$78.75. This includes the filing fees (\$35.00 for the Merging Corporation and \$35.00 for the Surviving Corporation), and \$8.75 for a certified copy of the filing.

**Filing #2: Nicklaus Children's Pediatric Specialists, LLC**

We have enclosed one (1) copy of the filing for Pediatric Specialty Group, Inc. d/b/a Nicklaus Children's Pediatric Specialists, a Florida not for profit corporation, to be converted into Nicklaus Children's

Ms. Gina McLeod, Chief  
Bureau of Commercial Recording  
December 30, 2020  
Page 2

Pediatric Specialists, LLC, a single member Florida limited liability company. Accordingly, we have enclosed the corresponding Articles of Conversion, Plan of Conversion, and Articles of Organization.

Our Firm's check is included in the amount of \$185. This includes the filing fees (\$25 for Articles of Conversion and \$125 for Articles of Organization), \$30.00 for a certified copy of the filing, and \$5.00 for a Certificate of Status.

**Filing #3:      Nicklaus Children's Hospital Foundation, LLC**

We have enclosed one (1) copy of the filing for Miami Children's Health System Foundation, Inc. d/b/a Nicklaus Children's Hospital Foundation, a Florida not for profit corporation, to be converted into Nicklaus Children's Hospital Foundation, LLC, a single member Florida limited liability company. Accordingly, we have enclosed the corresponding Articles of Conversion, Plan of Conversion, and Articles of Organization.

Our Firm's check is included in the amount of \$185. This includes the filing fees (\$25 for Articles of Conversion and \$125 for Articles of Organization), \$30.00 for a certified copy of the filing, and \$5.00 for a Certificate of Status.

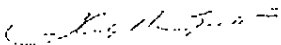
**Return Correspondence**

Please return all correspondence and certified copies either to Mr. Tom Range of our Tallahassee office who is hand-delivering this correspondence or to me at the following address if the Division needs until next week to generate a certified copy. The effective date is essential. We do not need the returned certified copies until next month.

Thank you again for your time and attention to these matters. NCHS and we are grateful. Please have a very Happy New Year. If, for whatever reason, you need to contact me by telephone, please call.

With very best regards and much gratitude, I am

Yours very truly,



Philip M. Sprinkle II  
Florida Bar No.: 724890  
Enclosures

**ARTICLES OF MERGER**

**OF**

**MIAMI CHILDREN'S HOSPITAL RESEARCH INSTITUTE, INC.,  
a Florida Not for Profit Corporation**

**WITH AND INTO**

**VARIETY CHILDREN'S HOSPITAL D/B/A NICKLAUS CHILDREN'S HOSPITAL,  
a Florida Not for Profit Corporation**

FILED  
2020 DEC 30 A 11:41  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA

**Effective at close of business on December 31, 2020**

The following Articles of Merger (the "Articles of Merger") of Miami Children's Hospital Research Institute, Inc., a Florida not for profit corporation (the "Merging Corporation"), and Variety Children's Hospital d/b/a Nicklaus Children's Hospital, a Florida not for profit corporation (the "Surviving Corporation"), pursuant to Section 617.1105, Florida Statutes.

**FIRST: THE SURVIVING CORPORATION**

The exact name, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Variety Children's Hospital d/b/a Nicklaus Children's Hospital	Florida	Not for Profit Corporation	705162

**SECOND: THE MERGING CORPORATION**

The exact name, jurisdiction, and entity type of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Miami Children's Hospital Research Institute, Inc.	Florida	Not for Profit Corporation	N02251

**THIRD: THE PLAN OF MERGER**

The Plan of Merger is attached hereto (the "Plan of Merger") and made a part hereof.

**FOURTH: EFFECTIVE DATE OF MERGER**

The merger shall be effective on the close of business on December 31, 2020.

**FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION**

The Plan of Merger was adopted by the sole corporate member of the Surviving Corporation, Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"), by unanimous vote of the Board of Trustees of NCHS at a duly called and convened meeting thereof on December 15, 2020, and executed in accordance with Section 617.0701, Florida Statutes.

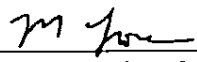
**SIXTH: ADOPTION OF MERGER BY MERGING CORPORATION**

The Plan of Merger was adopted by the sole corporate member of the Merging Corporation, the Surviving Corporation, by virtue of the action of the sole corporate member of the Surviving Corporation, NCHS, by unanimous vote of the Board of Trustees of NCHS at a duly called and convened meeting thereof on December 15, 2020, and executed in accordance with Section 617.0701, Florida Statutes.

**IN WITNESS WHEREOF**, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger to be effective as of the close of business on December 31, 2020.

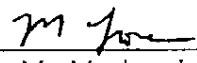
**SURVIVING CORPORATION:**

VARIETY CHILDREN'S HOSPITAL D/B/A  
NICKLAUS CHILDREN'S HOSPITAL, a Florida Not  
for Profit Corporation

By:   
Mr. Matthew Love,  
President and Chief Executive Officer of  
Miami Children's Health System, Inc. d/b/a  
Nicklaus Children's Health System, sole  
corporate member of the Surviving Corporation

**MERGING CORPORATION:**

MIAMI CHILDREN'S HOSPITAL RESEARCH  
INSTITUTE, INC., a Florida Not for Profit Corporation

By:   
Mr. Matthew Love,  
President and Chief Executive Officer of  
Miami Children's Health System, Inc. d/b/a  
Nicklaus Children's Health System, sole  
corporate member of the Surviving Corporation,  
that is, in turn, the sole corporate member of the  
Merging Corporation

**PLAN OF MERGER**  
**OF**  
**MIAMI CHILDREN'S HOSPITAL RESEARCH INSTITUTE, INC.,**  
**a Florida Not for Profit Corporation**  
**WITH AND INTO**  
**VARIETY CHILDREN'S HOSPITAL D/B/A NICKLAUS CHILDREN'S HOSPITAL,**  
**a Florida Not for Profit Corporation**  
**Effective at close of business on December 31, 2020**

**FIRST: THE SURVIVING CORPORATION**

The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Variety Children's Hospital d/b/a Nicklaus Children's Hospital	Florida

**SECOND: THE MERGING CORPORATION**

The exact name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Miami Children's Hospital Research Institute, Inc.	Florida

**THIRD: TERMS AND CONDITIONS OF THE MERGER**

The terms and conditions of the merger are as follows:

1. Merger. The merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") shall become effective at the close of business on December 31, 2020 (the "Effective Time"), as provided in the Articles of Merger, filed with the Florida Department of State. At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the Surviving Corporation under the laws of the State of Florida. The Merger shall have the effects set forth in Section 617.1106 of the Florida Not for Profit Corporation Act, as amended.

2. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation.

3. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation.

4. Directors and Officers. At the Effective Time, the directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, and each of such directors and officers shall hold office subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation.

5. Manner and Basis of Converting Shares. All property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all liabilities and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

6. Governing Law. This Plan of Merger shall be construed in accordance with Florida law.

7. Approval. The Merger contemplated by this Plan of Merger has been adopted and approved by unanimous action of the sole corporate member of the Surviving Corporation, Miami Children's Health System, Inc. d/b/a Nicklaus Children's Health System ("NCHS"), by unanimous approval of the Board of Trustees of NCHS at a duly called and convened meeting thereof held on December 15, 2020 and, in like manner, adopted and approved by the sole corporate member of the Merging Corporation.