

710/65

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Division of Corporations

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MERGER OR SHARE EXCHANGE

NORTH DADE MEDICAL FOUNDATION, INC.

Certificate of Status	0
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Merger

9/6/00 DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH SHORE MEDICAL CENTER FOUNDATION, INC., a Florida corporation,
767827

INTO

NORTH DADE MEDICAL FOUNDATION, INC., a Florida entity, 710165

File date: September 1, 2000

Corporate Specialist: Darlene Connell

09/05/2000

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2000

PLEASE GIVE ORIGINAL SUBMISSION
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NORTH DADE MEDICAL FOUNDATION, INC.
1175 N.E. 125TH STREET
SUITE 417
NORTH MIAMI, FL 33161

SUBJECT: NORTH DADE MEDICAL FOUNDATION, INC.
REF: 710165

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

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

SECTION FIRST states that the Agreement and Plan of Merger is attached hereto as Exhibit A. Please provide our office with this Exhibit A.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000046307
Letter Number: 800A00047030

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

NORTH DADE MEDICAL FOUNDATION, INC.
1175 N.E. 125TH STREET
SUITE 417
NORTH MIAMI, FL 33161

SUBJECT: NORTH DADE MEDICAL FOUNDATION, INC.
REF: 710165

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

THE ENTIRE DOCUMENT WAS NOT RECEIVED, ONLY THE FIRST PAGE OF THE ARTICLES OF INCORPORATION. PLEASE RESEND.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H000000046307
Letter Number: B00A000046893

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
NORTH SHORE MEDICAL CENTER FOUNDATION, INC.
INTO
NORTH DADE MEDICAL FOUNDATION, INC.**

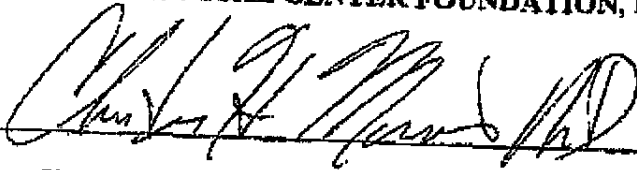
Pursuant to the provisions of Sections 617.01201 and 617.1105 of the Florida Not For Profit Corporation Act (the "Act"), NORTH SHORE MEDICAL CENTER FOUNDATION, INC. (the "Foundation"), a Florida corporation not for profit, and NORTH DADE MEDICAL FOUNDATION, INC., a Florida corporation not for profit (the "Survivor"), adopts the following Articles of Merger for the purpose of merging the Foundation with and into the Survivor:

FIRST - The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

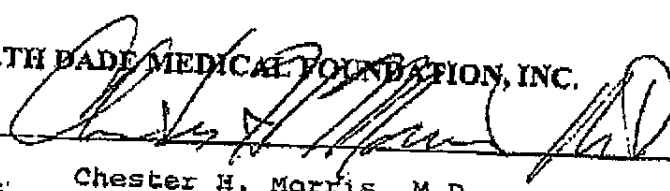
SECOND - The sole member of the Foundation is a corporation not for profit that adopted the Plan by written consent executed by its President on April 3, 1997. The members of the Survivor adopted the Plan on April 15, 1997. Twenty-five members voted in favor of the Plan; five members voted against the Plan; no members abstained. Such vote was sufficient for approval of the Plan.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Foundation and the Survivor on 8/30, 2000.

NORTH SHORE MEDICAL CENTER FOUNDATION, INC.

By: 
Name: Chester H. Morris, M.D.
Title: Chairman

NORTH DADE MEDICAL FOUNDATION, INC.

By: 
Name: Chester H. Morris, M.D.
Title: Chairman

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 18, 1997, between NORTH SHORE MEDICAL CENTER FOUNDATION, INC. ("NSMCF"), a Florida corporation not for profit, and NORTH DADE MEDICAL FOUNDATION, INC. (the "Survivor"), a Florida corporation not for profit

1. Merging Corporations NSMCF and the Survivor desire to effect the statutory merger (the "Merger") of NSMCF with and into the Survivor, with the Survivor to survive the Merger.
2. Terms and Conditions NSMCF, pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Act"), shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. The Merger shall become effective on the date on which the Articles of Merger have been filed with the Department of State of the State of Florida (the "Effective Date"). Upon the Effective Date, except to the extent provided herein, the existence of NSMCF shall cease and the Survivor shall assume the obligations of NSMCF. The filing of the Articles of Merger shall be subject to the satisfaction or waiver, by written instrument executed on behalf of each of the parties hereto, of the condition that NSMCF shall have taken measures satisfactory to the chief executive officer of Survivor to protect for the benefit of Survivor the Foundation's interests and expectancies under charitable pledges, endowments or trusts of which the Foundation is a beneficiary.
3. Articles of Incorporation As of the Effective Date, the Articles of Incorporation of the Survivor shall remain unchanged.
4. Bylaws As of the Effective Date, the Bylaws of the Survivor shall remain unchanged.
5. Trustees and Officers The trustees and officers of the Survivor in office on the Effective Date shall continue to be the trustees and officers of the Survivor, all of whom shall hold their trusteeships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Survivor.
6. Continuation of NSMCF for Certain Purposes If, for any period prior to the Effective Date, NSMCF and Survivor are both deemed to be private foundations as described in section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), then (a) NSMCF shall be deemed to continue to exist to the extent and for the purposes set forth in Section 507 of the Code and Treasury Regulations §1.507-3 and (b) Survivor expressly

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assumes any obligation of NSMCF for such period for excise taxes and distributions required under Chapter 42 of the Code.

7. Abandonment or Amendment This Agreement and Plan of Merger may be abandoned and shall be of no further force or effect upon the adoption of a resolution to such effect by the Executive Committee of the Board of Directors or Board of Trustees of either party hereto. This Agreement and Plan of Merger may be amended upon the adoption of resolutions approving the amendment by the Executive Committees of the Board of Directors of NSMCF and of the Board of Trustees of Survivor.

WITNESS the due execution hereof:

NORTH DADE MEDICAL FOUNDATION, INC.

By: 

George F. Daviglus, M.D.

Title: Chairman

NORTH SHORE MEDICAL CENTER FOUNDATION, INC.

By: 

George F. Daviglus, M.D.

Title: President

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