

JUN-28-2005 TUE 03:40 PM
Division of Corporations

FAX NO.

P. 01/08
Page 1 of 1

711535

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000158299 3)))

71105

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7720
Fax Number : (904) 359-7708

05 JUN 28 AM 9:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 JUN 28 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

METHODIST MEDICAL CENTER, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$175.00

Electronic Filing Menu

Corporate Filing

Public Access Help

AR

JUN-28-2005 TUE 03:40 PM

FAX NO.

P. 02/08

((H05000158299 3)))

EFFECTIVE DATE

7/1/05

FILED

05 JUN 28 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
METHODIST HEALTH SYSTEM, INC.,
THE METHODIST HOSPITAL FOUNDATION, INC.,
METHODIST FOUNDATION GIFT SHOPS, INC.
and
MEDICAL CENTER PLAZA CONDOMINIUM ASSOCIATION, INC.
with and into
METHODIST MEDICAL CENTER, INC.

Pursuant to the provisions of the Section 607.1105 of the Florida Business Corporation Act and Section 617.1105 of the Florida Not for Profit Corporation Act, **METHODIST MEDICAL CENTER, INC.**, a Florida not for profit corporation ("MMC"), **METHODIST HEALTH SYSTEM, INC.**, a Florida not for profit corporation ("MHS"), **THE METHODIST HOSPITAL FOUNDATION, INC.**, a Florida not for profit corporation ("MHF"), **METHODIST FOUNDATION GIFT SHOPS, INC.**, a Florida corporation ("MFGS"), and **MEDICAL CENTER PLAZA CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation ("MCPCA"), hereby submit the following Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of MHS, MHF, MFGS and MCPCA with and into MMC is attached to these Articles of Merger as Exhibit A and is incorporated herein.
2. The effective date of the merger shall be July 1, 2005.
3. The Plan was approved by the sole member of MMC on June 20, 2005.
4. The Plan was approved by the sole member of MHS on June 20, 2005.
5. The Plan was approved by the sole member of MHF on June 20, 2005.
6. The Plan was approved by the sole shareholder of MFGS on June 20, 2005.
7. The Plan was approved by all of the members of MCPCA on June 20, 2005.

((H05000158299 3)))

JUN-28-2005 TUE 03:40 PM

FAX NO.

P. 03/08

((H05000158299 3)))

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers this 20th day of June, 2005.

METHODIST MEDICAL
CENTER, INC.

By: James R. Burkhardt
James R. Burkhardt
President

METHODIST HEALTH
SYSTEM, INC.

By: William J. Ryan
William J. Ryan
Treasurer

THE METHODIST HOSPITAL,
FOUNDATION, INC.

By: William J. Ryan
William J. Ryan
Treasurer

METHODIST FOUNDATION
GIFT SHOPS, INC.

By: William J. Ryan
William J. Ryan
Treasurer

MEDICAL CENTER PLAZA
CONDOMINIUM ASSOCIATION, INC.

By: William J. Ryan
William J. Ryan
Treasurer

((H05000158299 3)))

JUN-28-2005 TUE 03:41 PM

FAX NO.

P. 04/08

((H05000158299 3))

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
of
METHODIST HEALTH SYSTEM, INC.
THE METHODIST HOSPITAL FOUNDATION, INC.
METHODIST FOUNDATION GIFT SHOPS, INC.
and
MEDICAL CENTER PLAZA CONDOMINIUM ASSOCIATION, INC.
with and into
METHODIST MEDICAL CENTER, INC.**

THIS AGREEMENT AND PLAN OF MERGER is entered into as of June 20, 2005, among **METHODIST MEDICAL CENTER, INC.**, a Florida not for profit corporation ("MMC"), **METHODIST HEALTH SYSTEM, INC.**, a Florida not for profit corporation ("MHS"), **THE METHODIST HOSPITAL FOUNDATION, INC.**, a Florida not for profit corporation ("MHF"), **METHODIST FOUNDATION GIFT SHOPS, INC.**, a Florida corporation ("MFSGS"), and **MEDICAL CENTER PLAZA CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation ("MCPCA") (MMC, MHS, MHF, MFSGS, and MCPCA hereinafter are collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, each of MMC, MHS, MHF, MFSGS and MCPCA is a corporation organized and existing under the laws of the State of Florida, with its principal office at 655 West 8th Street, Jacksonville, Florida; and

WHEREAS, Shands Jacksonville HealthCare, Inc. is the sole member of MMC, MHS and MHF; and

WHEREAS, MHF owns all of the issued and outstanding capital stock of MFSGS; and

WHEREAS, MMC, MHS and MHF, as their interests may appear, are all of the members of MCPCA; and

WHEREAS, Florida Statutes §§607.1101 and 617.1101, respectively, permit the merger of one or more corporations into another corporation; and

((H05000158299 3))

(((H05000158299 3)))

WHEREAS, the respective Board of Directors, and the Members or Shareholders, as applicable, of each of the Constituent Corporations have deemed it advisable for MHS, MHF, MFGS and MCPCA to merge with and into MMC (the "Merger") and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Corporations hereby agree as follows:

ARTICLE I MERGER; TERMS AND CONDITIONS

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existences of MHS, MHF, MFGS and MCPCA shall cease and MHS, MHF, MFGS and MCPCA shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act and Section 617.1101 of the Florida Not for Profit Corporation Act, with and into MMC, which shall continue its corporate existence under the new name "SHANDS JACKSONVILLE PROPERTIES, INC." and be the corporation surviving the Merger (the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Florida.

ARTICLE II CHANGES TO ARTICLES OF INCORPORATION

On the Effective Date, the Amended and Restated Articles of Incorporation of MMC as filed with the Secretary of State of the State of Florida shall be amended and restated in their entirety to consolidate all amendments thereto and to change the name of the surviving corporation from Methodist Medical Center, Inc., its present name, to Shands Jacksonville Properties, Inc., its new name, and such Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation. The purposes and powers of the Surviving Corporation shall be as set forth in the Amended and Restated Articles of Incorporation of MMC until further amended in the manner provided by law.

ARTICLE III CHANGES IN BYLAWS

On the Effective Date, the existing Bylaws of MMC shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Amended and Restated Articles of Incorporation and the Bylaws.

(((H05000158299 3)))

ARTICLE IV OFFICERS AND DIRECTORS

On the Effective Date, the existing officers and directors of the Surviving Corporation shall remain its officers and directors. If, on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

ARTICLE V CONVERSION OF SHARES

The manner of carrying into effect the Merger shall be as follows:

On the Effective Date, each issued and outstanding share of MFSGS capital stock shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.

ARTICLE VI TITLE TO ASSETS; PROCEEDINGS

At such time as the Merger becomes effective, title to all of the assets of MHS, MHF, MFSGS and MCPCA shall be vested in MMC without reversion or impairment, and MMC shall thenceforth be responsible for all of the liabilities and obligations of MHS, MHF, MFSGS and MCPCA. Any proceeding pending against MHS, MHF, MFSGS and MCPCA may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in its place.

ARTICLE VII ASSIGNMENTS

Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in the Surviving Corporation the title to any property or rights of MHS, MHF, MFSGS and MCPCA, the last acting officers of MHS, MHF, MFSGS and MCPCA, as the case may be, or the corresponding officers of the Surviving Corporation, shall execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII RECORDING OF ASSETS AND LIABILITIES

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the

JUN-28-2005 TUE 03:42 PM

FAX NO.

P. 07/08

((H05000158299 3)))

amounts at which they shall then be carried on the respective books of the Constituent Corporations, subject to such adjustments or eliminations of intercompany items as may be appropriate giving effect to the Merger.

ARTICLE IX ABANDONMENT OF MERGER

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by any of the Constituent Corporations by appropriate resolution of any of the Boards of Directors at any time prior to the Effective Date of the Merger.

ARTICLE X EFFECTIVE DATE OF MERGER

This Agreement and Plan of Merger and the Articles of Merger incorporating the terms of this Agreement and Plan of Merger shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by the Boards of Directors and the Members or Shareholders, as applicable, of the Constituent Corporations. The Merger shall become effective as of July 1, 2005 (the "Effective Date").

ARTICLE XI CONSTRUCTION

This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

JUN-28-2005 TUE 03:42 PM

FAX NO.

P. 08/08

((H05000158299 3)))

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed in their respective names by their duly authorized officers as of the day and year first above written.

METHODIST MEDICAL
CENTER, INC.

By: James R. Burkhardt
James R. Burkhardt
President

METHODIST HEALTH
SYSTEM, INC.

By: William J. Ryan
William J. Ryan
Treasurer

THE METHODIST HOSPITAL,
FOUNDATION, INC.

By: William J. Ryan
William J. Ryan
Treasurer

METHODIST FOUNDATION
GIFT SHOPS, INC.

By: William J. Ryan
William J. Ryan
Treasurer

MEDICAL CENTER PLAZA
CONDOMINIUM ASSOCIATION, INC.

By: William J. Ryan
William J. Ryan
Treasurer