

726307

ARTICLES OF MERGER
Merger Sheet

MERGING:

HINSDALE HEALTH SYSTEM, an Illinois corporation not authorized to transact
business in Fla

INTO

ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida corporation, 726307

File date: May 16, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

May 16, 1997

Please give original
submission date as file date

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
Ref. Number: 726307

We have received your document for ADVENTIST HEALTH SYSTEM/SUNBELT, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name and capacity of the person signing the document must be noted beneath or opposite the signature. ✓

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00026456

RESUBMIT

Please give original
submission date as file date

97 MAY 16 PM 3:27
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

97 MAY 16 PM 4:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

1. The undersigned corporations have adopted a Plan of Merger, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.
2. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation.
3. The Articles of Incorporation of the surviving corporation are amended as provided in the Articles of Restatement, a copy of which is attached hereto as Exhibit B and incorporated herein by reference.
4. The Plan of Merger of the undersigned corporations was adopted pursuant to Section 617.1107 of the Florida Not for Profit Corporation Act.
5. The merger of the undersigned corporations will become effective May 22, 1997.
6. The Board of Directors of each of the undersigned corporations have adopted the Plant of Merger.
7. The Members of Adventist Health System/Sunbelt, Inc., the surviving corporation, have adopted the Plan of Merger at a special meeting called and held for that purpose on the 2nd day

of May, 1997, at which meeting a quorum was present and voting and such Plan of Merger was ratified and approved by not less than a majority of the Members present and entitled to vote.

8. The Members of Hinsdale Health System adopted the Plan of Merger at a special meeting held for that purpose on the 13th day of November, 1996, at which meeting a quorum was present and voting and such Plan of Merger was ratified and approved by not less than a majority of the Members present and entitled to vote.

Dated May 6, 1997.

ADVENTIST HEALTH SYSTEM/SUNBELT,
INC.

By: Mardian Blair
President Mardian B. Blair
Attest: Gary Skilton
Asst. Secretary
Gary Skilton

HINSDALE HEALTH SYSTEM

By: R.L. Sackett
President R.L. Sackett
Attest: Thomas J. Williams
Asst. Secretary
Thomas J. Williams

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EXHIBIT A

PLAN OF MERGER FOR
HINSDALE HEALTH SYSTEM
(an Illinois Not-for-Profit Corporation)

With and Into

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
(A Florida Not for Profit Corporation)

Article I
Merging Corporations

Hinsdale Health System ("HHS"), an Illinois not-for-profit corporation, plans to merge with and into Adventist Health System/Sunbelt, Inc. ("AHS"), a Florida not for profit corporation qualified to transact business in the State of Illinois. AHS will be the surviving corporation and will continue to be governed by the laws of the State of Florida and the laws of the State of Illinois applicable to foreign corporations authorized to transact business in the State of Illinois.

Article II
Terms and Conditions of the Proposed Merger

HHS shall merge into AHS in accordance with the applicable laws of the States of Illinois and Florida. HHS is currently the sole member of Hinsdale Hospital, an Illinois not-for-profit corporation, GlenOaks Medical Center, Inc., an Illinois not-for-profit corporation, Chippewa Valley Hospital and Oakview Care Center, Inc., a Wisconsin nonprofit, nonstock corporation, Health Ventures, Inc., an Illinois not-for-profit corporation, Adventist Health Resources, Inc., an Illinois not-for-profit corporation and Battle Creek Adventist Hospital, a Michigan nonprofit corporation (collectively "Affiliates"). Effective upon and by virtue of completion of the merger, AHS shall become the sole member of each of the Affiliates. Each Affiliate will amend and restate its Articles of Incorporation to recognize AHS as its sole member and amend and restate its Bylaws to grant certain reserved rights to AHS. In addition, effective upon completion of the merger, the board composition of the Board of Adventist Health System Sunbelt Healthcare Corporation ("HC"), the sole member of AHS, and the composition of the membership of HC will change to include representation negotiated by HHS and the Affiliates. The proposed merger shall have the effects provided for pursuant to the applicable laws of the States of Illinois and Florida, as set forth in more detail in Article IV.

AHS will finance the acquisition of certain assets of HHS and/or the Affiliates acquired through the merger with proceeds from the issuance of tax-exempt bonds and, if deemed necessary, taxable bonds. HHS will cause the purchase price paid by AHS for the acquisition of certain assets of HHS and/or the Affiliates to defease outstanding long-term debt of HHS and/or certain of the Affiliates.

Article III
Changes in the Articles of Incorporation
of the Surviving Corporation

At the time of the merger, AHS will file Articles of Restatement containing amendments to clarify the language of the Articles of Incorporation and to improve the efficiency of the AHS Board. These amendments include decreasing the size of the AHS Board of Directors.

Article IV
Effects of Merger

On and after the effective date of the merger as provided in the Articles of Merger, all and singular the rights, privileges, powers, franchises and immunities, whether of a public or a private nature, of HHS shall be possessed by AHS, subject to all the restrictions, disabilities and duties of HHS, and all property, real, personal and mixed, and all debts due to HHS on whatever account, as well as for stock subscriptions and all other things in action or belonging to said corporation shall be vested in AHS; and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of AHS as they were of HHS and the title to any real estate vested by deed or otherwise in HHS shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of HHS shall be preserved and unimpaired and all debts, contracts, liabilities, obligations, and duties of HHS shall, upon the effective date of the merger attach to AHS and may be enforced against it (in accordance with their terms) to the same extent as if they had been insured or contracted by AHS.

ARTICLES OF RESTATEMENT
OF
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
(A Corporation Not For Profit)

In accordance with Section 617.1007 of the Florida Statutes, Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation, restates its Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation restating its Articles of Incorporation is Adventist Health System/Sunbelt, Inc.
2. Text of Restated Articles of Incorporation. The text of the Restated Articles of Incorporation is attached as Exhibit 1.
3. Certification. The Restated Articles of Incorporation contains amendments to the Amended Articles of Incorporation requiring member approval.

The text of the amendments is as follows:

FIRST, Article III of the Amended Articles of Incorporation is renamed "Corporate Powers" and amended to reflect that the

corporation shall have the power and authority to issue annuities. Article III as amended will read as follows:

This corporation is organized under the Florida Not For Profit Corporation Act. In addition to the powers granted by the aforementioned statute, the Board of Directors and the Executive Committee of the Board shall have the power and authority to issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements, all under such conditions and upon such terms as may be approved by the Board of Directors and/or the Executive Committee.

SECOND, Article IV of the Amended Articles of Incorporation is renamed "Membership and Meetings" and as amended will read as follows:

Membership. The membership of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation.

Meetings. The regular meetings of the membership of the corporation shall be held according to the provisions of the Bylaws.

THIRD, Article V of the Amended Articles of Incorporation is renamed "Term" and as amended will read as follows:

The term for which this corporation is to exist shall be perpetual.

FOURTH, Article VI of the Amended Articles of Incorporation is renamed "Officers" and as amended will read as follows:

Categories of Officers. Adventist Health System/Sunbelt, Inc. shall have three (3) categories of officers: (a) board officers, (b) corporate officers and (c) administrative officers.

- (a) Board Officers. Board officers shall include a chairman of the Board of Directors, two (2) vice-chairmen and a secretary.
- (b) Corporate Officers. Corporate officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- (c) Administrative Officers. Administrative officers may include a chief executive officer, one (1) or more executive vice presidents, one (1) or more senior vice presidents and one (1) or more vice presidents.

Election of Officers. The officers shall be elected as provided in the Bylaws.

FIFTH, Article VII of the Amended Articles of Incorporation is renamed "Board of Directors and Executive Committee" and as amended will read as follows:

Governance. The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and its Executive Committee. The number of directors of this corporation shall not exceed twenty-one (21). The number of directors may be increased or decreased from time to time, either by amendment of the Restated Articles of Incorporation of this corporation or by amendment of the Bylaws of this corporation.

Election of Board Members. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Executive Committee. The Executive Committee of the Board of Directors shall have such rights, powers and duties as are held by the Board of Directors, unless otherwise specified in the provisions of these Restated Articles of Incorporation, the corporate Bylaws or the provisions of the Florida Not For Profit Corporation Act.

SIXTH, Article VIII entitled "Bylaws" is added and will read as follows:

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds vote of the members present at any regular meeting or special meeting called for that purpose or by a mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws. It shall be necessary

for a minimum of forty percent (40%) of the members to be present to constitute a quorum at a regular or special meeting.

SEVENTH, Article IX entitled "Voting" is added and will read as follows:

Each member present at a business meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

EIGHTH, Article X entitled "Dissolution" is added and will read as follows:

This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, and the Lake

Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the union conference wherein the assets are located, the asset shall be disbursed to the union conference from which it is shown to have been derived.

NINTH, Article XI entitled "Location and Existence" is added and will read as follows:

The location of this corporation shall be at Winter Park, Florida.

TENTH, Article XII entitled "Amendments" is added and will read as follows:

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of the members present or by mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws.

ELEVENTH, Article XIII entitled "Resident Agent" is added and will read as follows:

The name and address of the Resident Agent of this corporation is T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

TWELFTH, Article XIV entitled "Principal Office" is added and will read as follows:

The post office address and principal office of this corporation is 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

The foregoing amendments and the Restated Articles of Incorporation of the corporation were adopted by the sole member of the corporation on May 2, 1997, and the Board of Directors on May 2, 1997. The number of votes cast for the amendments and for the Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of Adventist Health System/Sunbelt, Inc. has executed these Articles of Restatement this 22nd day of May, 1997.

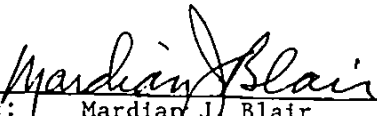

Name: Mardian J. Blair
As Its: President

EXHIBIT 1

RESTATED
ARTICLES OF INCORPORATION
OF
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
(A Corporation Not For Profit)

PART I

The Restated Articles of Incorporation restate the original provisions of the Amended Articles of Incorporation of Adventist Health System/Sunbelt, Inc. f/k/a Southern Adventist Health and Hospital System, Inc., filed on May 2, 1973, as amended by the Articles of Restatement.

ARTICLE I

Name

The name of this corporation shall be ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

ARTICLE II

Purposes

The purposes for which this corporation is formed are:

1. The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease, in furtherance of the health ministry of the Seventh-day Adventist Church. This corporation is a part of the Seventh-day Adventist Church organization and shall be perpetually dedicated to the

accomplishments of its goals and objectives. The purpose of this corporation is purely benevolent, charitable, philanthropic, and religious, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

2. The general purposes and powers are:

- a. To establish, own, lease, manage, maintain and operate systems of health care institutions and related organizations, sanitariums, hospitals, clinics, medical institutions, health management organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered.
- b. To train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences.
- c. To publish and distribute literature on health, disease, and hygiene.
- d. To instruct people regarding the health sciences, laws of life, and true methods of living.
- e. To market and promote health foods and other related products.
- f. To provide homes for the poor and destitute and orphanages for homeless children.

- g. To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise, and to sell and convert property, both real and personal, into cash.
- h. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership.
- i. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.
- j. To borrow money, incur indebtedness, and to secure repayment of mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- k. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.
- l. To use the assets of this corporation and the proceeds, income, rents, issues, and profits derived from any

property of this corporation for any of the purposes for which this corporation is formed.

- m. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
- n. To support nonprofit corporations for which Adventist Health System/Sunbelt, Inc. is the sole member.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph (1) of this Article II.

ARTICLE III Corporate Powers

This corporation is organized under the Florida Not For Profit Corporation Act. In addition to the powers granted by the aforementioned statute, the Board of Directors and the Executive Committee of the Board shall have the power and authority to issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements, all under such conditions and upon such terms as may be approved by the Board of Directors and/or the Executive Committee.

ARTICLE IV Membership and Meetings

SECTION 1. Membership. The membership of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation.

SECTION 2. Meetings. The regular meetings of the membership of the corporation shall be held according to the provisions of the Bylaws.

ARTICLE V

Term

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Officers

SECTION 1. Categories of Officers. Adventist Health System/Sunbelt, Inc. shall have three (3) categories of officers: (a) board officers, (b) corporate officers and (c) administrative officers.

- (a) Board Officers. Board officers shall include a chairman of the Board of Directors, two (2) vice-chairmen and a secretary.
- (b) Corporate Officers. Corporate officers shall include a president, one (1) or more vice presidents, a secretary, a treasurer and one (1) or more assistant secretaries.
- (c) Administrative Officers. Administrative officers may include a chief executive officer, one (1) or more executive vice presidents, one (1) or more senior vice presidents and one (1) or more vice presidents.

SECTION 2. Election of Officers. The officers shall be elected as provided in the Bylaws.

ARTICLE VII

Board of Directors and Executive Committee

SECTION 1. Governance. The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and its Executive Committee. The number of directors of this corporation shall not exceed twenty-one (21). The number of directors may be increased or decreased from time to time, either by amendment of the Restated Articles of Incorporation of this corporation or by amendment of the Bylaws of this corporation.

SECTION 2. Election of Board Members. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

SECTION 3. Executive Committee. The Executive Committee of the Board of Directors shall have such rights, powers and duties as are held by the Board of Directors, unless otherwise specified in the provisions of these Restated Articles of Incorporation, the corporate Bylaws or the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII

Bylaws

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds vote of the members present at any regular meeting or special meeting called for that purpose or by a mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws. It shall be necessary for a minimum of forty percent (40%) of the members to be present to constitute a quorum at a regular or special meeting.

ARTICLE IX

Voting

Each member present at a business meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

ARTICLE X

Dissolution

This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to

the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, and the Lake Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that if the source or location from which the assets were derived can be determined and said source is other than the union conference wherein the assets are located, the asset shall be disbursed to the union conference from which it is shown to have been derived.

ARTICLE XI

Location and Existence

The location of this corporation shall be at Winter Park, Florida.

ARTICLE XII

Amendments

These Restated Articles of Incorporation may be amended either at a regular or special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of the members present or by mail ballot to the members which ballot must be approved by a majority vote as provided in the Bylaws.

ARTICLE XIII
Resident Agent

The name and address of the Resident Agent of this corporation is T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

ARTICLE XIV
Principal Office

The post office address and principal office of this corporation is 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.



THE UNITED STATES
CORPORATION
COMPANY

726307

FILED
97 MAY 16 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 394631 5011226

AUTHORIZATION :

COST LIMIT

8,122.50 Points
Patricia

ORDER DATE : May 16, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 394631-005

100002180931--3

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

Me. 8.0

97 MAY 16 AM 9:58

RECEIVED

ARTICLES OF MERGER

HINSDALE HEALTH SYSTEM

INTO

ADVENTIST HEALTH SYSTEM/
SUNBELT, INC.

EFFECTIVE DATE MAY 22, 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

✓ 02202, 0044, 00612