

726307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

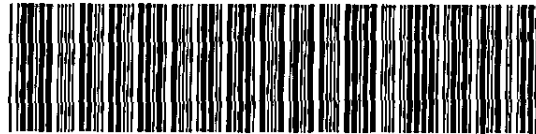
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

7/22/05 O.K. per C.H.



300057459603

07/18/05--01049--020 **78.75

FILED
2005 JUL 18 PM 2:20
TALLAHASSEE, FLORIDA

A. BRYAN JUL 22 2005

ADVENTIST
HEALTH SYSTEM

Federal Express

July 15, 2005

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Merger
Adventist Health System/Sunbelt, Inc.
(Florida Domestic Non-Profit Corporation)
Greeneville Urgent Care Center, Inc.
(Tennessee Corporation)

FILED
2005 JUL 18 PM 2:20
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

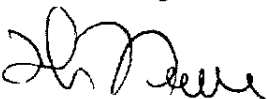
Enclosed are the Articles of Merger between Adventist Health System/Sunbelt, Inc., and Greeneville Urgent Care Center, Inc, together with our check in the amount of \$78.75, which we understand is the fee for filing the enclosed Articles of Merger and returning a certified copy to our attention.

We have enclosed a Federal Express air bill for returning the requested documents to our attention.

Should you have any questions, please contract us at (407) 975-1413.

Thank you for your assistance.

Sincerely,



T. L. Trimble, Vice President
Legal Services

rkr

Enclosures (2)

I:\LEGAL\AHSS\SOS071505_Greeneville.doc

ARTICLES OF MERGER
BETWEEN #726307
ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida Not For
Profit Corporation ("Surviving Corporation")
AND
GREENEVILLE URGENT CARE CENTER, INC., a Tennessee
Corporation
("Disappearing Corporation")

TO: Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

1. The undersigned corporations have adopted a Plan of Merger made a part hereof.
2. The name of the surviving corporation is Adventist Health System/Sunbelt, Inc., a Florida not for profit corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 617.1107 of the Florida Statutes and Section 48-21-102 of the Tennessee Code.
5. The merger of the undersigned corporations will become effective on January 1, 2005 at 12:01 a.m.
6. The sole member and sole stockholder of each of the undersigned corporations have adopted the Plan of Merger.
7. Greeneville Urgent Care Center, Inc. is a Tennessee corporation.
8. The membership of Adventist Health System/Sunbelt, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 11th day of NOVEMBER 2004, at which meeting a quorum was present and voting and such Plan of Merger was

FILED
2005 JUL 18 PM 2:20
TALLAHASSEE, FLORIDA

ratified and approved by at least two-thirds of the members present and entitled to vote.

9. The sole stockholder of Greeneville Urgent Care Center, Inc. adopted the Plan of Merger at a meeting called and held for that purpose on the 20th day of April, 2005.
10. The Plan of Merger reads as follows:

This Plan of Merger is made by and between GREENEVILLE URGENT CARE CENTER, INC., a Tennessee Corporation, and ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida Not For Profit Corporation, hereinafter collectively referred to as "Constituent Corporations."

FILED
2005 JUL 18 PM 2:20
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Greeneville Urgent Care Center, Inc. (the "Disappearing Corporation") be merged into Adventist Health System/Sunbelt, Inc. (the "Surviving Corporation") under the laws of the State of Tennessee in the manner provided pursuant to Section 48-21-102 of the Tennessee Code and under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.1107 of the Florida Not-For-Profit Corporation Act.
- B. The Membership of the Surviving Corporation has approved the merger, and the sole shareholder of the Disappearing Corporation has approved the merger.
- C. The respective Boards of Directors of the Constituent Corporations, the sole shareholder of the Disappearing Corporation and the Membership of the Surviving Corporation have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

Now, Therefore, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions hereinbelow set forth.

1. **Agreement to Merge.** The Constituent Corporations hereby agree that Greeneville Urgent Care Center, Inc., the Disappearing Corporation, shall be merged into Adventist Health System/Sunbelt, Inc., the Surviving Corporation.
2. **Name of Merged Corporation.** The name of the Surviving Corporation shall be Adventist Health System/Sunbelt, Inc.
3. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall be located at the following address: 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.
4. **Purposes of Surviving Corporation.** The purposes of the Surviving Corporation are to engage in any lawful acts or activities for which such corporation may be formed under Chapter 617 of the Florida Statutes.
5. **Board of Directors of Surviving Corporation.** The Board of Directors of the Surviving Corporation shall be the individuals who are the current members of the Board of Directors of Adventist Health System/Sunbelt, Inc.
6. **Registered Agent of Surviving Corporation.** The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Greeneville Urgent Care Center, Inc. or Adventist Health System/Sunbelt, Inc. may be served: T.L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

FILED
2005 JUL 18 PM 2:20
JUL 18 2005
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

7. **Assets of Disappearing Corporation.** All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to Greeneville Urgent Care Center, Inc. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.
8. **Liabilities of Disappearing Corporation.** The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against Greeneville Urgent Care Center, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.
9. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content.
10. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation shall continue in its present form and content to be the Bylaws of the Surviving Corporation.
11. **Effective Date of Agreement.** This Agreement shall become effective as of January 1, 2005 at 12:01 a.m.
12. **Officers of Surviving Corporation.** On the effective date of the merger, the officers of the Surviving Corporation shall continue in their present offices, to serve in such capacities until the next regularly scheduled election or until their successors shall be elected and shall qualify:

FILED
2005 JUL 18 PM 2:20
CLERK OF CIRCUIT COURT
FLORIDA

President: Thomas L. Werner
Vice President: Donald L. Jernigan
Brent Snyder
Terry Shaw
Secretary: Samuel L. Green
Treasurer: Deryl Knutson
Assistant: Lynn C. Addiscott
Secretary: L. Mark Block
Richard P. Center
Ariel De Prada
Donald L. Jernigan
Gary C. Skilton
Brent G. Snyder
Max A. Trevino

13. **Employees of Disappearing Corporation.** The Disappearing Corporation has no employees.
14. **Management and Decisions by Board of Directors of Surviving Corporation.** Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

[Intentionally Left Blank]

FILED
2005 JUL 18 PM 2:20
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed by their respective officers, duly authorized by the respective Board of Directors and Membership (as to the Surviving Corporation) and the shareholder (as to Disappearing Corporation), the day and year first above written.

Signed in the Presence of: **GREENVILLE URGENT CARE CENTER, INC.**

James J. Loney
Stephen Wilson
As to Disappearing Corporation

By: *Carlyle Walton*
Name: Carlyle Walton
Title: Secretary

Signed in the Presence of: **ADVENTIST HEALTH SYSTEM/ SUNBELT, INC.**

Grandy Allen
Kenny L. Morehe
As to Surviving Corporation

By: *Ariel De Prada*
Name: Ariel De Prada
Title: Assistant Secretary

i:\legal\ahss\docs\acom_Fl(Greeneville).doc

FILED
2005 JUL 18 PM 2:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA