726307

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TALLAHASSEE, FLORIDA

Merger eff 12-31-06
12-29-06
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ADVENTIST
HEALTH SYSTEM

Federal Express
 # 8580 9085 0789

December 28, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

Re: ***Articles of Merger***
Battle Creek Adventist Hospital
(A Michigan Nonprofit Corporation)
Adventist Health System/Sunbelt, Inc.
(A Florida Nonprofit Corporation)

Dear Sir:

Enclosed please find the Articles of Merger and the Plan of Merger entered into between the above referenced not for profit corporations together with our check in the amount of $78.75 which we understand is the fee for filing the enclosures and returning a certified copy to our attention.

We would appreciate receiving the recorded documents via Federal Express. A completed airbill is enclosed for this purpose. Should you have any questions, please give us a call at 407-975-1413.

Sincerely,

T.L. Trimble, Vice President
Legal Services

TLT/mkl
Enclosures

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eff Date 12-31-06

RETURN TO:

Tamara L. Trimble
111 North Orlando Avenue
Winter Park, Florida 32789

CERTIFICATE OF MERGER
OF
BATTLE CREEK ADVENTIST HOSPITAL (#717181)
AND
ADVENTIST HEALTH SYSTEM/SUNBELT, INC. (#726307)

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act and Act 162, Public Acts of 1982 of the laws of the State of Michigan, the undersigned corporations adopt the following Certificate of Merger and Plan of Merger for the purpose of merging Battle Creek Adventist Hospital, a Michigan membership non-stock nonprofit corporation ("Disappearing Corporation"), and Adventist Health System/Sunbelt, Inc., a Florida membership non-stock nonprofit corporation possessing a valid Certificate of Authority to transact business in the State of Michigan ("Surviving Corporation").

1. The names of the constituent corporations and the States in which they are respectively organized are:

Name of Non-Profit Corporation	State	ID#
Adventist Health System/Sunbelt, Inc.	Florida	726307
Battle Creek Adventist Hospital	Michigan	717181

Adventist Health System/Sunbelt, Inc. is organized on a membership basis. The sole member of Adventist Health System/Sunbelt, Inc. is Adventist Health System Sunbelt

Healthcare Corporation, a Florida not for profit corporation. Adventist Health System Sunbelt Healthcare Corporation as the sole member of Adventist Health System/Sunbelt, Inc. retains the right to appoint directors, officers and to approve all amendments to the incorporating documents of Adventist Health System/Sunbelt, Inc.

Battle Creek Adventist Hospital is organized on a membership basis. The sole member of Battle Creek Adventist Hospital is Adventist Health System/Sunbelt, Inc. As the sole member, Adventist Health System/Sunbelt, Inc. retains the right to appoint directors and officers of Battle Creek Adventist Hospital and to approve all amendments to the incorporating documents of Battle Creek Adventist Hospital.

2. The laws of the State under which such foreign nonprofit corporation is organized permit such Merger, and it has complied with the applicable provisions of the laws of the State under which it is organized.

3. The name of the surviving nonprofit corporation is Adventist Health System/Sunbelt, Inc. and it is governed by the laws of the State of Florida.

4. The merger shall be effective at Midnight on December 31, 2006.

5. The Plan of Merger was approved in the manner prescribed by the Florida Not-for-Profit Corporation Act and in the manner prescribed by the Michigan Nonprofit Corporation Code.

6. As to the undersigned corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the members and the Board of Directors on August 17, 2006, and the merger received the vote of not less than 2/3rds of the members and a majority of the directors then in office.

7. As to the undersigned corporation domesticated in Michigan, the Plan of Merger was adopted in the following manner: At a meeting of the members and the Board of Directors on August 17 and December 12, respectively, of 2006, and the merger received the vote of not less than 2/3rds of the members and a majority of the directors then in office.

8. Adventist Health System/Sunbelt, Inc., the surviving corporation hereby: (a) agrees that it may be served by process in the State of Michigan in any proceeding for the enforcement of any obligation of Battle Creek Adventist Hospital; and (b) irrevocably appoints the Secretary of State of Michigan as its agent to accept services of process in any such proceeding.

9. As Battle Creek Adventist Hospital is ***not*** merging with a for profit corporation nor with a foreign nonprofit corporation that does not have a Michigan Certificate of Authority no consent from the Consumer Protection and Charitable Trusts Division of the Michigan Attorney General is required.

BATTLE CREEK ADVENTIST HOSPITAL

By: [signature]
Its: VICE PRESIDENT
Print Name: THOMAS J. WILLIAMS

ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

By: [signature]
Its: PRESIDENT
Print Name: DONALD L JERNIGAN

PLAN OF MERGER

This Plan of Merger is made by and between **BATTLE CREEK ADVENTIST HOSPITAL**, a Michigan membership non-stock not-for-profit corporation, and ADVENTIST HEALTH SYSTEM/SUNBELT, INC., a Florida nonprofit corporation, hereinafter collectively referred to as "Constituent Corporations."

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TALLAHASSEE, FLORIDA

RECITALS:

A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Battle Creek Adventist Hospital (the "Disappearing Corporation") be merged into Adventist Health System/Sunbelt, Inc. (the "Surviving Corporation") in the manner provided therefore pursuant to the provisions of Act 162, Public Acts of 1982 of the laws of the State of Michigan and Section 617.1107 of the Florida Not-for-Profit Corporation Act.

B. The membership of each of the Constituent Corporations has approved the merger.

C. The respective Board of Directors of each of the Constituent Corporations and the Membership of the Constituent Corporations 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 Battle Creek Adventist Hospital, 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 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

4. *Purpose of Surviving Corporation.* The purpose of the Surviving Corporation is 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 Battle Creek Adventist Hospital and/or Adventist Health System/Sunbelt, Inc. may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, FL 32789.

7. *Assets of Disappearing Corporation.* All property, real, person 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 Battle Creek Adventist Hospital 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 or 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 Battle Creek Adventist Hospital 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; Membership Interests.* 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. There shall be no change in the membership interests of the Surviving Corporation.

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 Plan of Merger shall become effective as of midnight on December 31, 2006.

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:

President	Donald L. Jernigan
Vice President	Terry Shaw
	Brent Snyder
Secretary	Bob Henderschedt
Treasurer	Terry Shaw
Assistant Secretaries:	Lynn Addiscott
	L. Mark Block
	Ariel De Prada
	Gary C. Skilton
	Terry D. Shaw

13. *Employees of Disappearing Corporation.* The Disappearing Corporation has no employees.

14. *Management 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.

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