

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Name : MOULTON MCEACHERN & WALKER  
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Phone : (850)969-3151  
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Effective 7-1-05

RECEIVED  
05 JUN 30 AM 8:00  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
BAPTIST HEALTH CARE FOUNDATION, INC.

05 JUN 30 PM 3:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Moulton

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ARTICLES OF MERGER  
OF

BAPTIST HEALTH CARE FOUNDATION, INC. AND LAKEVIEW FOUNDATION, INC.

The following articles of merger are submitted in accordance with Chapter 617, Florida Statutes.

(1) Lakeview Foundation, Inc., a Florida not for profit corporation, whose principal office is located at 1221 West Lakeview Avenue, Pensacola, Florida 32501, is the sole merging corporation.

(2) Baptist Health Care Foundation, Inc., a Florida not for profit corporation, whose principal office is located at 1010 W. Blount Street, Pensacola, Florida 32501, is the surviving corporation.

(3) The plan of merger attached hereto and incorporated herein satisfies the requirements of section 617.1101, Florida Statutes.

(4) The plan of merger was adopted by Baptist Health Care Corporation, a Florida not for profit corporation, the sole member of Baptist Health Care Foundation, Inc., the surviving corporation, by written consent executed in accordance with section 617.0701, Florida Statutes.

(5) The plan of merger was adopted by the members of Lakeview Foundation, Inc., at a meeting held on June 29, 2005. The number of votes cast for the merger was sufficient for approval, and the vote for the plan was 17 in favor and 0 opposed.

(6) The merger shall become effective on July 1, 2005.

IN WITNESS WHEREOF, we have made and executed these Articles of Merger, this 29th day of June, 2005.

BAPTIST HEALTH CARE FOUNDATION, INC.

By: Jerry L. Maygard  
Jerry L. Maygard, its President

LAKEVIEW FOUNDATION, INC.

By: Wright Moulton  
Wright Moulton, its Chairman

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05 JUN 30 PM 3:02  
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TALLAHASSEE, FLORIDA

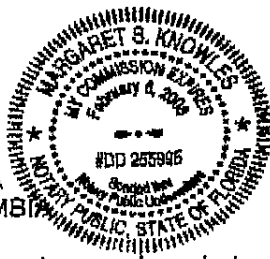
Effective  
7-1-05

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2005, by Jerry L. Maygarden, as president of Baptist Health Care Foundation, Inc., a Florida not for profit corporation, on behalf of said corporation. Jerry L. Maygarden is personally known to me or has produced \_\_\_\_\_ as identification.

SEAL



Margaret S. Knowles  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2005, by Wright Moulton, as chairman of Lakeview Foundation, Inc., a Florida not for profit corporation, on behalf of said corporation. Wright Moulton is personally known to me or has produced \_\_\_\_\_ as identification.

SEAL



Margaret S. Knowles  
NOTARY PUBLIC

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**PLAN OF MERGER  
OF  
BAPTIST HEALTH CARE FOUNDATION, INC. AND LAKEVIEW FOUNDATION, INC.**

**ARTICLE I  
CONSTITUENT CORPORATIONS**

The name and jurisdiction of the constituent corporations are: Baptist Health Care Foundation, Inc., a Florida not for profit corporation ("BHCF") and Lakeview Foundation, Inc., a Florida not for profit corporation ("Lakeview").

**ARTICLE II  
MERGER**

Pursuant to section 617.1101, Florida Statutes, and this plan of merger, Lakeview shall be merged into BHCF, and BHCF shall be the surviving corporation of the merger.

**ARTICLE III  
ARTICLE OF INCORPORATION**

The articles of incorporation of BHCF in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE IV  
BYLAWS**

Section 3.1 of the BHCF bylaws shall be amended to provide that the board of directors of BHCF shall consist of not less than three persons and no limit on the maximum number of persons. Section 4.3 of the BHCF bylaws shall be amended to provide that funds raised by BHCF for the benefit of a particular organization or program identified in Section 1.2(a) of the BHCF bylaws shall be administered by BHCF for the benefit of such particular organization or program.

**ARTICLE V  
DIRECTORS AND OFFICERS**

The directors of BHCF immediately following the merger shall consist of the directors of BHCF and the directors (a/k/a trustees) of Lakeview immediately preceding the merger. The directors of Lakeview that become directors of BHCF following the merger shall begin a new term as BHCF directors on the effective date of the merger in accordance with the BHCF bylaws. The officers of BHCF immediately preceding the merger shall continue to be the officers of BHCF immediately following the merger.

**ARTICLE VI  
MEMBERS**

The sole member of BHCF, Baptist Health Care Corporation, a Florida not for profit corporation, shall continue to be the sole member of BHCF immediately following the merger, and, without any further action, shall possess all rights and obligations granted to members of

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BHCF pursuant to its articles of incorporation and bylaws, as amended from time to time, and the Florida Not For Profit Corporation Act.

**ARTICLE VII  
ASSETS AND LIABILITIES**

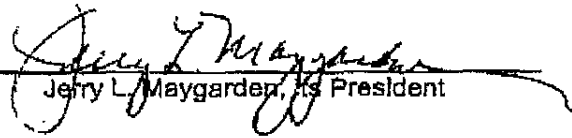
On the effective date of the merger, the separate existence of Lakeview shall cease and BHCF, without further action, shall possess all of Lakeview's rights and privileges immediately preceding the merger. All assets of any nature of Lakeview, without further action, shall be vested in BHCF immediately following the merger. Following the merger, BHCF shall be responsible for all liabilities and obligations of Lakeview, including, without limitation, the following: (a) BHCF shall administer the assets commonly known as the Lakeview Endowment, and more particularly described as permanently and temporarily restricted funds on Exhibit A attached hereto, in accordance with any restrictions placed on the use of such funds by the donors thereof and any investment guidelines established by resolution of Lakeview's board of directors prior to the merger; (b) BHCF shall administer the assets of Lakeview not included in the Lakeview Endowment, and more particularly described as unrestricted net assets on Exhibit A attached hereto, in accordance with Lakeview's articles of incorporation and bylaws, as the same may be amended immediately prior to the merger, and any investment guidelines established by resolution of Lakeview's board of directors prior to the merger. BHCF shall maintain Lakeview's existing banking relationship established prior to the merger with respect to the assets described in clauses (a) and (b) in the preceding sentence. Any claim existing or action or proceeding pending against Lakeview may be continued as if the merger did not occur or BHCF may be substituted for Lakeview in any such proceeding. Neither the rights of creditors nor any liens on the property of Lakeview shall be impaired by the merger.

**ARTICLE VIII  
EFFECTIVE DATE**

The merger shall be effective on July 1, 2005.

IN WITNESS WHEREOF, we have made and executed this Plan of Merger, this 29<sup>th</sup> day of June, 2005.

BAPTIST HEALTH CARE FOUNDATION, INC.

By:   
Jerry L. Maygarden, its President

LAKEVIEW FOUNDATION, INC.

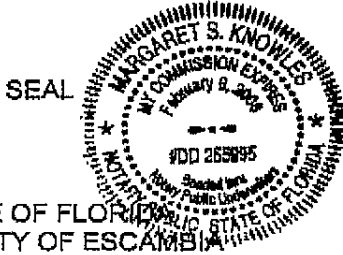
By:   
Wright Moulton, its Chairman

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of June, 2005, by Jerry L. Maygarden, as president of Baptist Health Care Foundation, Inc., a Florida not for profit corporation, on behalf of said corporation. Jerry L. Maygarden is personally known to me or has produced \_\_\_\_\_ as identification.



Margaret S. Knowles  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of June, 2005, by Wright Moulton, as chairman of Lakeview Foundation, Inc., a Florida not for profit corporation, on behalf of said corporation. Wright Moulton is personally known to me or has produced \_\_\_\_\_ as identification.



Margaret S. Knowles  
NOTARY PUBLIC

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EXHIBIT ALAKEVIEW FOUNDATION, INC., ASSET SUMMARY  
As of May 31, 2005, projected thru June 30, 2005

## ASSETS:

Wachovia Investment	\$	1,256,790
Wachovia Investment		972,843
CAP account		124,760
Merrill Lynch account		27,901
<b>TOTAL</b>		<b>2,381,284</b>

## LIABILITIES:

Due to LCI for TAC	537,137
Due to LCI for Indigent Care	40,000
Due to LCI Earnings on Match Funds	61,984
Due to LCI for charitable expense reimbursements	1,471
<b>TOTAL</b>	<b>640,572</b>

## NET ASSETS:

*Endowment Funds Corpus (Permanently Restricted)*

Meyer Fund	575,000
Erma Fund	65,000
Match Fund	765,000
Switzer Fund	15,000
Vocational Fund	10,000
<b>Total Permanently Restricted</b>	<b>1,430,000</b>

*Temporarily Restricted Funds*

Meyer Fund 2006	100,000
Elder Clients Fund	3,000
Clients Resource Fund	6,200
Crisis Lines Fund	5,500
Friry Fund	1,650
Rose Fund (children)	7,200
CHIPS Fund	1,200
Home Builders/Grace Fund	2,400
AAT Fund	5,500
FFN Funds	10,000
Eddy Fund	10,000
<b>Total Temporarily Restricted</b>	<b>152,750</b>

*Unrestricted Net Assets***157,972**

**NOTE:** An audit of the Lakeview Foundation, Inc. accounting records will be completed in August 2005; minor adjustments may result from that audit. Pledges not meeting the accounting requirements for accrual, such as the Baptist Health Care Foundation pledge, are not reflected in the above projections.