



747255

99 JUL 26 AM 11:31 FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 318933 4312787

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 78.75

ORDER DATE : July 26, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 318933-005

CUSTOMER NO: 4312787

Merger

900002941119--7

CUSTOMER: Ms. Marilyn Kaye
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

ARTICLES OF MERGER

CARING FOR THE COMMUNITY
FOUNDATION, INC.

INTO

BAPTIST/SOUTH MIAMI HOSPITAL
FOUNDATION, INC.

RECEIVED
99 JUL 26 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *JWR*

*02250, 02277, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARING FOR THE COMMUNITY FOUNDATION, INC., a Florida corp
N93000005750

INTO

BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC., a Florida
corporation, 747255

File date: July 26, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC.
Ref. Number: 747255

We have received your document for BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 599A00038005

RECEIVED
99 JUL 29 AM 11:27
TALLAHASSEE, FLORIDA
CORPORATION DIVISION

99 JUL 26 AM 11:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CARING FOR THE COMMUNITY FOUNDATION, INC.
AND
BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC.

The undersigned duly authorized officers of Caring For The Community Foundation, Inc. and Baptist/South Miami Hospital Foundation, Inc., both not-for-profit corporations of the State of Florida, hereby file these Articles of Merger in order to effect a merger under the laws of the State of Florida.

ARTICLE I
MERGER

Caring For The Community Foundation, Inc. (referred to hereinafter as the "Merged Corporation") shall merge with and into Baptist/South Miami Hospital Foundation, Inc. (referred to hereinafter as the "Surviving Corporation"), in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Plan of Merger") duly adopted by majority vote of the Board of Directors and the Members of the Merged Corporation and by the Board of Directors and the Members of the Surviving Corporation in accordance with the provisions of the Florida Not For Profit Corporation Act. The corporate existence of the Merged Corporation shall cease at the Effective Time of the merger. Baptist/South Miami Hospital Foundation, Inc. will continue in existence as the Surviving Corporation after the Effective Time of the merger.

ARTICLE II
PLAN OF MERGER

Pursuant to Section 617.1103(1)(a) Florida Statutes, the Plan of Merger dated as of June 26, 1999, between the Merged Corporation and the Surviving Corporation, a true and correct copy of said Plan of Merger being attached hereto as Schedule I (i) was approved and adopted by the Directors and Members of the Merged Corporation on June 26, 1999 at a meeting duly called and noticed, and the number of votes cast for the Plan of Merger was sufficient for approval, and (ii) was approved and adopted by the Directors and Members of the Surviving Corporation on June 26, 1999 at a meeting duly called and noticed, and the number of votes cast for the Plan of Merger was sufficient for approval. The approval of the Plan of Merger by the Merged Corporation and the Surviving Corporation was ratified by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc., on July 20, 1999 at a meeting duly called and noticed. The Plan of Merger provides that the Merged Corporation shall be merged with the Surviving Corporation, that the Directors of the Merged Corporations shall become

Directors of the Surviving Corporation, and that the merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE III
ARTICLES OF INCORPORATION AND BYLAWS
OF SURVIVING CORPORATION

The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of Baptist/South Miami Hospital Foundation, Inc. until amended in accordance with the Florida Not For Profit Corporation Act.

ARTICLE IV
DIRECTOR AND MEMBER APPROVAL

These Articles of Merger were (i) approved by the Board of Directors and the Members of the Merged Corporation on June 26, 1999, at a meeting duly called and noticed, and the number of votes cast for these Articles of Merger were sufficient for approval; (ii) approved by the Board of Directors and the Members of the Surviving Corporation on June 26, 1999, at a meeting duly called and noticed, and the number of votes cast for these Articles of Merger were sufficient for approval; and (iii) ratified by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc., on July 20, 1999 at a meeting duly called and noticed.

ARTICLE V
EFFECTIVE TIME

The merger contemplated herein shall become effective on the filing of these Articles of Merger with the Department of State of the State of Florida, pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act.


IN WITNESS WHEREOF, the undersigned officers have hereunto set their hands as of the 26TH day of June, 1999.

Merged Corporation

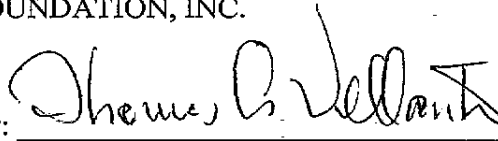
(CORPORATE
SEAL)

CARING FOR THE COMMUNITY
FOUNDATION, INC.

Attest:


Penelope T. Mason, Secretary

By:


Thomas A. Vellanti, Chairman

(CORPORATE
SEAL)

Surviving Corporation

BAPTIST/SOUTH MIAMI HOSPITAL
FOUNDATION, INC.

Attest: *Terby Barker*
Terby Barker, Secretary

By: *Paul Gluck*
Paul Gluck, M.D., Chairman

Baptist Health Systems of South Florida, Inc.

(CORPORATE
SEAL)

BAPTIST HEALTH SYSTEMS OF SOUTH
FLORIDA, INC.

Attest: *David W. Cleeland*
Rev. David W. Cleeland, Secretary

By: *George E. Cadman III*
George E. Cadman, III, Chairman

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26th day of June, 1999, by Thomas A. Vellanti and Penelope T. Mason, as Chairman and Secretary, respectively, of Caring For The Community Foundation, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath

Kyle R. Saxon
Name:
Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21st day of June, 1999, by Paul Gluck, M.D. and Yerby Barker, as Chairman and Secretary, respectively of Baptist/South Miami Hospital Foundation, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath



Kyle R. Saxon

Name:
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20th day of July, 1999, by George E. Cadman, III and Rev. David W. Cleeland, Chairman and Secretary, respectively, of Baptist Health Systems of South Florida, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath

Kyle R. Saxon

Name:
Notary Public, State of Florida
My Commission Expires:



SCHEDULE "I"

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of the 26th day of June, 1999, between CARING FOR THE COMMUNITY FOUNDATION, INC., a not-for-profit Florida corporation (the "Merged Corporation"), and BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC., a not-for-profit Florida corporation (the "Surviving Corporation").

WHEREAS, the Board of Directors and Members of the Merged Corporation and the Board of Directors and Members of the Surviving Corporation deem the merger of the Merged Corporation with and into the Surviving Corporation on the terms herein set forth to be desirable and in the best interests of their respective corporations, and

WHEREAS, the Board of Directors and the Members of the Merged Corporation and the Board of Directors and the Members of the Surviving Corporation have approved this Plan of Merger providing for the merger of the Merged Corporation with and into the Surviving Corporation upon the terms and subject to the conditions herein, and

WHEREAS, the Board of Trustees of Baptist Health Systems of South Florida, Inc. has ratified the approval of this Plan of Merger by the Board of Directors and Members of the Merged Corporation and the Surviving Corporation,

NOW, THEREFORE, in accordance with the applicable provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, it is agreed that the Merged Corporation shall be merged with and into the Surviving Corporation which shall be the Surviving Corporation, and that the plan, terms and conditions of such merger shall be as follows:

Section 1. The Merger

Section 1.01 Merger.

At the Effective Time, as defined below (i) the Merged Corporation shall be merged with and into the Surviving Corporation, (ii) the separate corporate existence of the Merged Corporation shall cease, and (iii) the Surviving Corporation shall continue to exist by virtue of and shall continue to be governed by the laws of the State of Florida.

Section 1.02 Effective Time of Merger

As soon as practicable after the approval of this Plan of Merger by the Merged Corporation and Surviving Corporation and the ratification of the approvals by the Board of Trustees of Baptist Health Systems of South Florida, Inc., Articles of Merger in the form of Exhibit "A" attached hereto shall be prepared, executed and filed with the office of the Department of State of the State of Florida. The merger contemplated herein shall become effective at the time of filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Time").

Section 2. Governing Instruments of Surviving Corporation

Section 2.01 Articles of Incorporation and Bylaws.

From and after the Effective Time, the Articles of Incorporation of the Surviving Corporation shall constitute the Articles of Incorporation until further amended, and the Bylaws of the Surviving Corporation shall constitute the Bylaws until further amended.

Section 3. Board of Directors and Members of the Surviving Corporation

Section 3.01 Directors and Members Subsequent to Merger.

From and after the Effective Time, the Directors and Members of the Surviving Corporation and their respective terms of office shall, subject to changes resulting from amendment to the Articles of Incorporation or Bylaws of the Surviving Corporation, be as described in Exhibit "B" attached hereto. Subject to amendments to the Articles of Incorporation or Bylaws of the Surviving Corporation which affect the Directors or Members, the named individuals shall continue as Directors and Members until (i) their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation in effect from time to time, or (ii) their earlier death, resignation or removal.

Section 3.02 Officers Subsequent to Merger.

From and after the Effective Time, the Officers of the Surviving Corporation and their respective terms of office shall be as described in Exhibit "C" attached hereto. The named individuals shall hold such offices until (i) their successors have been duly elected and qualified in accordance with the Bylaws of the Surviving Corporation in effect from time to time, or (ii) their earlier death, resignation or removal.

Section 4. Termination

Section 4.01 Termination.

This Plan of Merger may be terminated for any reason at any time prior to the Effective Time by resolution of the Board of Trustees of Baptist Health Systems of South Florida, Inc.

Section 4.02 Effect of Termination.

In the event of termination of this Plan of Merger and the merger, pursuant to the provisions of Section 4.01 hereof, this Plan of Merger shall become void and have no effect, without any liability on the part of any party or its Directors or Officers in respect thereof.

Section 5. General Provisions

Section 5.01

After the Effective Time the Surviving Corporation shall possess all the rights, privileges, immunities, powers, licenses and franchises, public or private, of the Merged Corporation; all property and assets of every kind and description including, without limitation, patents, trademarks, trade names, names and the goodwill relating to any of the foregoing, shall be vested

in and be held and enjoyed by the Surviving Corporation without further act or deed; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against either corporation may be prosecuted as if the merger had not taken place.

Section 5.02 Headings.

The section and subsection headings in this Plan of Merger are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have entered into this Plan of Merger as of the day and year first set forth above.

CARING FOR THE COMMUNITY
FOUNDATION, INC.

By: Thomas A. Vellanti
Thomas A. Vellanti, Chairman

BAPTIST/SOUTH MIAMI HOSPITAL
FOUNDATION, INC.

By: Paul Gluck, M.D.
Paul Gluck, M.D., Chairman

Exhibit "A"

ARTICLES OF MERGER

OF

CARING FOR THE COMMUNITY FOUNDATION, INC.

AND

BAPTIST/SOUTH MIAMI HOSPITAL FOUNDATION, INC.

The undersigned duly authorized officers of Caring For The Community Foundation, Inc. and Baptist/South Miami Hospital Foundation, Inc., both not-for-profit corporations of the State of Florida, hereby file these Articles of Merger in order to effect a merger under the laws of the State of Florida.

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ARTICLE II
PLAN OF MERGER

Pursuant to Section 617.1103(1)(a) Florida Statutes, the Plan of Merger dated as of June 26, 1999, between the Merged Corporation and the Surviving Corporation (i) was approved and adopted by the Directors and Members of the Merged Corporation on June 26, 1999 at a meeting duly called and noticed, and the number of votes cast for the Plan of Merger was sufficient for approval, and (ii) was approved and adopted by the Directors and Members of the Surviving Corporation on June 26, 1999 at a meeting duly called and noticed, and the number of votes cast for the Plan of Merger was sufficient for approval. The approval of the Plan of Merger by the Merged Corporation and the Surviving Corporation was ratified by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc., on July 20, 1999 at a meeting duly called and noticed. The Plan of Merger provides that the Merged Corporation shall be merged with the Surviving Corporation, that the Directors of the Merged Corporations shall become

Directors of the Surviving Corporation, and that the merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

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OF SURVIVING CORPORATION

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ARTICLE IV
DIRECTOR AND MEMBER APPROVAL

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ARTICLE V
EFFECTIVE TIME

The merger contemplated herein shall become effective on the filing of these Articles of Merger with the Department of State of the State of Florida, pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned officers have hereunto set their hands as of the 26TH day of June, 1999.

(CORPORATE
SEAL) Merged Corporation

CARING FOR THE COMMUNITY
FOUNDATION, INC.

Attest: _____
Penelope T. Mason, Secretary

By: _____
Thomas A. Vellanti, Chairman

(CORPORATE
SEAL)

Surviving Corporation

BAPTIST/SOUTH MIAMI HOSPITAL
FOUNDATION, INC.

Attest: _____
Yerby Barker, Secretary

By: _____
Paul Gluck, M.D., Chairman

Baptist Health Systems of South Florida, Inc.

(CORPORATE
SEAL)

BAPTIST HEALTH SYSTEMS OF SOUTH
FLORIDA, INC.

Attest: _____
Rev. David W. Cleeland, Secretary

By: _____
George E. Cadman, III, Chairman

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this _____ day of June, 1999, by Thomas A. Vellanti and Penelope T. Mason, as Chairman and Secretary, respectively, of Caring For The Community Foundation, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath

Name:
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this _____ day of June, 1999, by Paul Gluck, M.D. and Yerby Barker, as Chairman and Secretary, respectively of Baptist/South Miami Hospital Foundation, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath

Name:
Notary Public, State of Florida
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this _____ day of July, 1999, by George E. Cadman, III and Rev. David W. Cleeland, Chairman and Secretary, respectively, of Baptist Health Systems of South Florida, Inc., on behalf of the corporation. They are personally known to me or have produced _____ as identification and did not take an oath

Name:
Notary Public, State of Florida
My Commission Expires: _____

EXHIBIT "B"

Directors and Members of the Surviving Corporation

Xavier de Amezola	Robert Kramer, Esq.
Joe Atick	Cynthia Leesfield
Yerby Barker	Maria Camila Leiva
H. R. Berry, Sr.	Scott Marr
Roy Brooks, Jr., Esq.	Penelope T. Mason
Joseph Buchanan, Esq.	Wayne Moccia, M.D.
James Carr	Mei Morgenstern
John M. Cassel, M.D.	Terie McComb
Carol Cianciola	<u>Ian Nisonson, M.D.</u>
David M. Cohn	Darryl Parmenter
William O. Cullom	Ken Philipson
William Dickinson	Ramon Rasco
Richard Glasier	Ruth Rosenberg
Paul Gluck, M.D.	James Russell
Sergio Gonzalez-Arias, M.D.	Joel Schenkman, M.D.
Lisa Greer	Paul Soule
Jay A. Hershoff, Esq.	Bill R. Tillett
Gerald Hirsch	Thomas A. Vellanti
	Philip Wolman

Honorary Directors

Victor Clarke	Barry Katzen, M.D.
Richard Dailey	Russell A. Post

EXHIBIT "C"

Officers of the Surviving Corporation

Chairman
Vice Chairman
Secretary
Treasurer

Paul A. Gluck, M.D.
William H. Dickinson
Yerby Barker
Paul Soule