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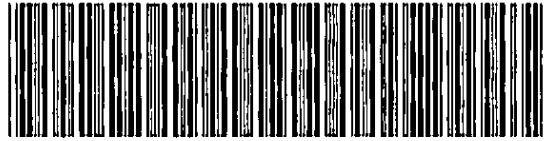
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CLERK OF COURT
TALLAHASSEE, FL

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MAY 20 2021

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kyle R. Saxon, Esq.

(Contact Person)

Saxon & Fink, LLP

(Firm/Company)

9065 S.W. 87 Avenue, Suite 112

(Address)

Miami, Florida 33176

(City/State and Zip Code)

For further information concerning this matter, please call:

Kyle R. Saxon

(Name of Contact Person) At (305) 371-9575

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC., a Florida not-for-profit corporation.
Document No. 747255.

Second: The name and jurisdiction of the merging corporation:

BETHESDA HOSPITAL FOUNDATION, INC., a Florida not-for-profit corporation. Document No. 704282.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the Executive Committee of the Board of Directors and members of the surviving corporation on February, 19, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
24 FOR 0 AGAINST.

Sixth: The Plan of Merger was adopted by Board of Directors of Bethesda Health, Inc., the sole member of the merging corporation on February 18, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 10 FOR 0 AGAINST. The Plan of Merger was also adopted by the Board of Directors of the merging corporation on February 18, 2021, and the number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 10 FOR 0 AGAINST.

Seventh: Signatures of the surviving corporation and merging corporation:

BAPTIST HEALTH SOUTH FLORIDA, INC.

By: 

Robert G. Berrin, Chairperson
of the Board of Directors

BETHESDA HEALTH, INC., the sole
Member of the Merging Corporation

By: 

Marie Bedner, Chairperson
of the Board of Directors

BETHESDA HOSPITAL FOUNDATION, INC.

By: 

John Pasqual, Chairperson
of the Board of Directors

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2021 MAR 11 AM 8:05
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PLAN OF MERGER

**BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC. and
BETHESDA HOSPITAL FOUNDATION, INC.**

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

1. The name and jurisdiction of the **surviving** corporation:

BAPTIST HEALTH SOUTH FLORIDA FOUNDATION, INC., a Florida not-for-profit corporation.

2. The name and jurisdiction of the **merging** corporation:

BETHESDA HOSPITAL FOUNDATION, INC., a Florida not-for-profit corporation.

3. The terms and conditions of the merger are as follows:

- i. The two corporations, once merged, shall be a single corporation and that corporation shall be Baptist Health South Florida Foundation, Inc.
- ii. Baptist Health South Florida Foundation, Inc., the surviving corporation, shall possess all of the rights, privileges, powers and franchises and all property, both real, personal and intangible of the merging corporation.
- iii. All debts, contracts and agreements of the merging corporation shall be vested in the surviving corporation and all property, rights, privileges, powers and franchises and all and every other interest shall be the property of the surviving corporation and the title to any real estate vested by deed or otherwise in the merging corporation and all agreements, covenants, declarations and easements relating thereto and all leasehold rights and interests, whether as lessor or lessee of the merging corporation shall be vested in the surviving corporation and shall not revert or be in any way impaired by reason of this merger.
- iv. All rights of creditors and any liens affecting any property of the merging corporation shall be preserved and unimpaired and shall attach to the surviving corporation and may be enforced against the surviving corporation to the same extent as if originally incurred by the surviving corporation.
- v. Any action or proceeding whether civil or administrative, pending by or against the merging corporation shall be prosecuted as if the merger had not taken place or the surviving corporation may be substituted in such action or proceeding.
- vi. All corporate acts, plans, policies, contracts, approvals and authorizations of the merging corporation or its Board of Directors or officers which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be effective and binding on the surviving corporation.