

760086

(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



400157675324

06/30/09--01036--009 \*\*90.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JUN 30 AM 10:26

T. HAMPTON

JUL - 2 2009

EXAMINER



**Federal Express**

June 29, 2009

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

**RE: Rollford, LLC (Document #L08000105895)  
Adventist Health System Sunbelt Healthcare  
Corporation (Document #760086)**

Dear Sir/Madam:

Please find enclosed a Certificate of Merger and a Plan of Merger entered into between Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation, and Rollford, LLC, a Florida limited liability company, together with our check in the amount of \$90.00<sup>1</sup> which we understand is the fee for recording the enclosure and providing us with a certified copy of the recorded document.

If at all possible we would appreciate your returning the enclosed document to our attention via Federal Express. An air bill is enclosed for this purpose.

Should you have any questions, please give us a call.

Sincerely,

A handwritten signature in black ink, appearing to read "T. L. Trimble", written over a horizontal line.

T. L. Trimble, Vice President

TLT/mkl  
Enclosures

I:\LEGAL\AHSS\sos\_fl\_LLC\_AHSSSHC.doc

---

<sup>1</sup> It is our understanding that the merger is \$25.00 for the limited liability party, \$35.00 for the nonprofit corporate party, and that the fee for obtaining a certified copy is \$30.00.

*Extending the Healing Ministry of Christ*

**CERTIFICATE OF MERGER OF  
LIMITED LIABILITY COMPANY AND NONPROFIT CORPORATION**

2009 JUN 30 AM 10:26

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Section 617.1108 of the Florida Not for Profit Corporation Act, the undersigned entities adopt the following Certificate of Merger for the purpose of merging them into one of such entities.

1. The names of the undersigned entities and the States and the laws of which they are respectively organized are:

<u>Name of Entity</u>	<u>State</u>	<u>Type</u>
Rollford, LLC (#L08000105895)	Florida	Limited Liability Company
Adventist Health System Sunbelt Healthcare Corporation (#760086)	Florida	Nonprofit Corporation

2. The laws of the State of Florida permit such Merger.
3. The name of the surviving entity is Adventist Health System Sunbelt Healthcare Corporation and it is governed by the laws of the State of Florida. The merger shall be effective on June 30, 2009.
4. The Plan of Merger was approved in the manner prescribed by the Florida Limited Liability Company Act and in the manner prescribed by the Florida Not for Profit Corporation Act.
5. As to Rollford, LLC, a limited liability company domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the members on June 29, 2009 and the merger received the unanimous vote of the sole member.
6. As to Adventist Health System Sunbelt Healthcare Corporation, a nonprofit corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the Board of Directors on September 12, 2007, as the members of Adventist Health System Sunbelt Healthcare Corporation are not entitled to vote, and the merger was approved by a vote of not less than a majority of the directors then in office.
7. Adventist Health System Sunbelt Healthcare Corporation, the surviving corporation hereby: (a) agrees that it may be served by process in the State of Florida in any proceeding for the enforcement of any obligation of Rollford, LLC; and (b)

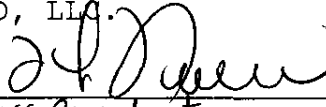
irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such proceeding to enforce obligations of Rollford, LLC, including any appraisal rights of its members under §§ 608.4351 - 608.43595.

8. The surviving entity's principal office address is as follows:


Adventist Health System Sunbelt Healthcare  
Corporation  
111 North Orlando Avenue  
Winter Park, Orange County, Florida 32789

9. The surviving entity is not formed, organized or incorporated under the laws of Florida. The surviving entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under §§ 608.4351 - 608.43595, F.S.

ROLLFORD, LLC.

By:   
Its: Vice President  
Print Name: T. L. TRIMBLE

ADVENTIST HEALTH SYSTEM SUNBELT  
HEALTHCARE CORPORATION

By:   
Its: ASST. Sec.  
Print Name: ARIEL DE PRADA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JUN 30 AM 10:26

**PLAN OF MERGER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

09 JUN 30 AM 10:27

This Plan of Merger is made by and between **ROLLFORD, LLC**, a Florida limited liability company, and **ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION**, a Florida nonprofit corporation, hereinafter collectively referred to as "Constituent Entities."

**RECITALS:**

A. The Board of Directors of Adventist Health System Sunbelt Healthcare Corporation (the "Surviving Corporation") deems it advisable that Rollford, LLC (the "Disappearing Entity") be merged with the Surviving Corporation in the manner provided pursuant to Section 608.4382 of the Florida Limited Liability Company Act, and Section 617.1108 of the Florida Not for Profit Corporation Act.

B. The membership of the Disappearing Entity and the Board of Directors of the Surviving Corporation has approved the merger.

C. The Board of Directors of the Surviving Corporation and the Membership of the Disappearing Entity has 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 Entities have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1. *Agreement to Merge.* The Constituent Entities hereby agree that Rollford, LLC, the Disappearing Entity, shall be merged into Adventist Health System Sunbelt Healthcare Corporation, the Surviving Corporation.

2. *Name of Merged Entity.* The name of the Surviving Corporation shall be Adventist Health System Sunbelt Healthcare Corporation.

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 Healthcare Corporation.

6. *Registered Agent of Surviving Corporation.* The individual hereinafter named is the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Rollford, LLC or Adventist Health System Sunbelt Healthcare Corporation may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, FL 32789.

7. *Assets of Disappearing Entity.* 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 Rollford, LLC 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 Entity.* The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Entity and any claim existing, or action or proceeding pending by or against Rollford, LLC 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 12:01 AM on June 30, 2009.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JUN 30 AM 10:27

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. Jerngian
Vice President	Terry Shaw
Vice President	Brent Snyder
Vice President	Lars Houmannn
Vice President	David Crane
Vice President	Michael Schultz
Secretary	Robert Henderschedt
Treasurer	Terry Shaw
Assistant Secretaries:	Lynn Addiscott
	L. Mark Block
	Dan Enderson
	Janice Hagensicker
	Kelly Pettijohn
	Ariel De Prada
	Gary C. Skilton
	Tom Williams
	Michael Saunders

13. *Employees of Disappearing Entity.* The Disappearing Entity 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.

I:\LEGAL\AHSSHC\docs\merger\_LLC\_Rollford.Doc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JUN 30 AM 10:27