

Division of Corporations

762438

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ST. LUKE'S HOSPITAL ASSOCIATION

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12/29/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ST. LUKE'S HEALTH SYSTEMS, INC., a Florida corporation, N04454

INTO

ST. LUKE'S HOSPITAL ASSOCIATION, a Florida entity, 762438.

File date: December 28, 1999 , effective January 1, 2000

Corporate Specialist: Darlene Connell

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

ST. LUKE'S HEALTH SYSTEMS, INC.
(a Florida not-for-profit corporation)

and

EFFECTIVE DATE
1-1-2000ST. LUKE'S HOSPITAL ASSOCIATION
(a Florida not-for-profit corporation)

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

1. St. Luke's Health Systems, Inc., a Florida not-for-profit corporation, shall be merged with and into St. Luke's Hospital Association, a Florida not-for-profit corporation. St. Luke's Hospital Association shall be the surviving corporation.

2. The Plan of Merger dated December 16, 1999, a copy of which is attached hereto and made a part hereof, pursuant to which St. Luke's Health Systems, Inc. shall be merged into St. Luke's Hospital Association was unanimously adopted and approved by the sole member of St. Luke's Health Systems, Inc. by written consent on December 16, 1999, and was unanimously adopted and approved by the sole member of St. Luke's Hospital Association by written consent on December 16, 1999.

3. The merger shall be effective at 12:01 a.m. on January 1, 2000.

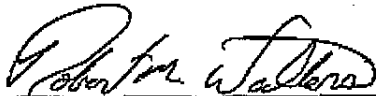
Prepared by: E. Allen Hieb, Jr.
Florida Bar No.: 354023
1301 Riverplace Blvd., Suite 1500
Jacksonville, Florida 32207
Ph: (904) 398-3911

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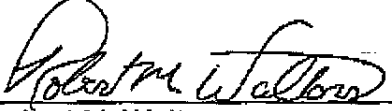
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of St. Luke's Health Systems, Inc. and St. Luke's Hospital Association by their authorized officers as of the 16th day of December, 1999.

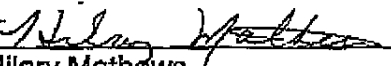
ST. LUKE'S HEALTH SYSTEMS, INC.

By: 
Robert M. Walters
Its President

ATTEST: 
James K. DeOrio
Its Secretary

ST. LUKE'S HOSPITAL ASSOCIATION

By: 
Robert M. Walters
Its President

ATTEST: 
Hilary Mathews
Its Secretary

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated this 16th day of December, 1999, for the merger of **ST. LUKE'S HEALTH SYSTEMS, INC.**, a Florida not-for-profit corporation and **ST. LUKE'S HOSPITAL PROPERTIES, INC.**, a Florida not-for-profit corporation, into **ST. LUKE'S HOSPITAL ASSOCIATION**, a Florida not-for-profit corporation. **ST. LUKE'S HOSPITAL ASSOCIATION** is to be the surviving corporation.

RECITALS

(1) St. Luke's Health Systems, Inc. is a Florida not-for-profit corporation. St. Luke's Health Systems, Inc. is organized upon a non-stock basis and has as its sole Member, Mayo Foundation For Medical Education and Research, a Minnesota non-profit corporation.

(2) St. Luke's Hospital Properties, Inc. is a Florida not-for-profit corporation. St. Luke's Hospital Properties, Inc. is organized upon a non-stock basis and has as its sole member, St. Luke's Health Systems, Inc.

(3) St. Luke's Hospital Association is a Florida not-for-profit corporation. St. Luke's Hospital Association is organized upon a non-stock basis and has as its sole member, St. Luke's Health Systems, Inc.

(4) St. Luke's Health Systems, Inc. is also the sole shareholder of St. Luke's Enterprises, Inc., a Florida corporation.

(5) Economies of operation and savings in administrative expenses can be achieved by merging St. Luke's Health Systems, Inc., St. Luke's Hospital Properties, Inc. and St. Luke's Hospital Association into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), each of St. Luke's Health Systems, Inc. and St. Luke's Hospital Properties, Inc. shall be merged into St. Luke's Hospital Association (the "Merger") and the separate corporate existence of St. Luke's Health Systems, Inc. and St. Luke's Hospital Properties, Inc. shall cease and St. Luke's Hospital Association (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida. St. Luke's Health Systems, Inc., St. Luke's Hospital Properties, Inc. and St. Luke's Hospital Association are herein collectively referred to as the "Constituent Corporations".

1. The Merger shall become effective as of 12:01 a.m. on January 1, 2000 or, if later, the date upon which Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority, of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time and by reason of the Merger:

(a) Mayo Foundation for Medical Education and Research shall become the sole member of St. Luke's Hospital Association and shall possess all rights powers and privileges associated therewith; and

(b) St. Luke's Hospital Association shall become the sole shareholder of St. Luke's Enterprises, Inc. and shall possess all rights, powers and privileges associated therewith.

5. The Articles of Incorporation of St. Luke's Hospital Association in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation except that:

(a) Article V, Section 5.2, of the Articles of Incorporation of St. Luke's Hospital Association shall be amended to read as follows:

Section 5.2. Member. The corporation shall have one member, which shall be Mayo Foundation for Medical Education and Research, a Minnesota non-profit corporation.

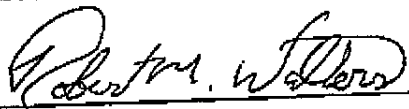
6. This Plan of Merger may be abandoned without approval of the members entitled to vote on the Plan of Merger at any time prior to filing the Articles of Merger by any corporation party to the merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of any corporation a party to the Merger followed by written notice to the president of the other corporations party to the Merger.

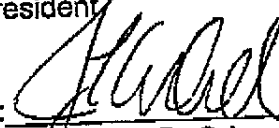
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CERTIFICATION

ST. LUKE'S HEALTH SYSTEMS, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of St. Luke's Health Systems, Inc. as of the 16th day of December, 1999, and was recommended by said Board of Directors to the sole member of St. Luke's Health Systems, Inc. and was approved as of the 16th day of December, 1999 by the Board of Directors of Mayo Foundation for Medical Education & Research, on behalf of Mayo Foundation for Medical Education & Research, as the sole member of St. Luke's Health Systems, Inc.

ST. LUKE'S HEALTH SYSTEMS, INC.

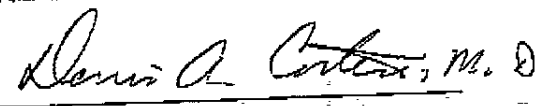
By: 
Robert M. Walters
Its President

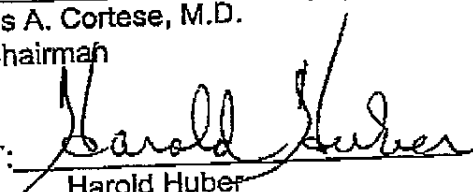
ATTEST: 
James K. DeOrio
Its Secretary

CERTIFICATION

ST. LUKE'S HOSPITAL PROPERTIES, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of St. Luke's Hospital Properties, Inc. as of the 16th day of December, 1999, and was recommended by said Board of Directors to the sole member of St. Luke's Hospital Properties, Inc. and was approved as of the 16th day of December, 1999 by the Board of Directors of St. Luke's Health Systems, Inc., on behalf of St. Luke's Health Systems, Inc., as the sole member of St. Luke's Hospital Properties, Inc..

ST. LUKE'S HOSPITAL PROPERTIES, INC.

By: 
Denis A. Cortese, M.D.
Its Chairman

ATTEST: 
Harold Huber
Its Secretary

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