

763935

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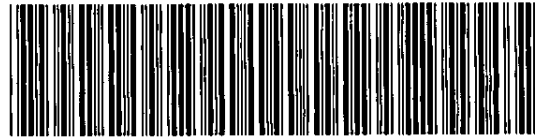
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EFFECTIVE DATE
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DIVISION OF CORPORATIONS
15 MAY 15 AM 9:32 2015 MAY 15 AM 9:41
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TALLAHASSEE, FLORIDA

DR
5/15/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CHAPTERS HEALTH SYSTEM, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Darrell White

Contact Person

Chapters Health System, Inc.

Firm/Company

12470 Telecom Drive, Suite 300 West

Address

Temple Terrace, FL 33637

City, State and Zip Code

whited@chaptershealth.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darrell White

at (813) 871-8400

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

EFFECTIVE DATE

6-1-15

ARTICLES OF MERGER

Of

**HPH REAL ESTATE, INC.
A Florida Not for Profit Corporation
Document Number N97000002712**

Into

**CHAPTERS HEALTH SYSTEM, INC.
A Florida Not for Profit Corporation, the Survivor
Document Number 763935**

FILED

2015 MAY 15 AM 9:41

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

HPH Real Estate, Inc. ("HPH") after approval by its Board of Directors and sole member, and Chapters Health System, Inc. ("Chapters"), after approval by its Board of Directors, hereby execute and file these Articles of Merger pursuant to Section 617.1105, Florida Statutes, and state as follows:

Article I.

HPH shall merge into Chapters (the "Merger"), and Chapters shall be the survivor and shall assume and be liable for all of HPH's assets and liabilities, including all real property owned by HPH.

Article II.

1. Chapters is the sole member of HPH, and, by the signature of its authorized representative below, hereby consents to the Merger as required by Article XIII of the Amended and Restated Bylaws of HPH.

2. The HPH Board of Directors, consisting of 19 directors, approved these Articles of Merger by a vote of 15 ayes to 0 nays at a Special Joint Meeting of the Boards of Directors of HPH and Chapters held on Tuesday, May 12, 2015.

3. Chapters has no members.

4. The Chapters Board of Directors, consisting of 19 directors, approved these Articles of Merger by a vote of 15 ayes to 0 nays at a Special Joint Meeting of the Boards of Directors of Chapters and HPH held on Tuesday May, 12, 2015.

5. The number of votes cast by the directors of both HPH and Chapters was sufficient for approval of the Plan of Merger, attached hereto, and these Articles of Merger.

Article III.

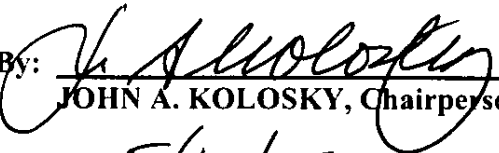
The Merger shall be effective 12:01 a.m., on June 1, 2015, prevailing Eastern Time.

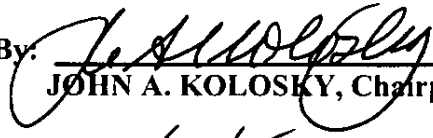
Article IV.

The name of the survivor shall be Chapters Health System, Inc., a Florida not for profit corporation.

HPH REAL ESTATE, INC.

CHAPTERS HEALTH SYSTEM, INC.

By: 
JOHN A. KOLOSKY, Chairperson
Date: 5/12/15

By: 
JOHN A. KOLOSKY, Chairperson
Date: 5/12/15

PLAN OF MERGER
of
HPH REAL ESTATE, INC.
Into
CHAPTERS HEALTH SYSTEM, INC.

Pursuant to the provisions of Sections 617.1101, Florida Statutes, this document is a Plan of Merger ("Plan of Merger") by which HPH Real Estate, Inc., a Florida not for profit corporation ("HPH"), will merge into Chapters Health System, Inc., a Florida not for profit corporation ("Chapters"), with Chapters being the surviving not for profit corporation (the "Proposed Merger"). Chapters will sometimes be referred to hereinafter as the "Surviving Corporation". The Plan of Merger is as follows:

1. Names of the two not for profit corporations proposing to merge:
 HPH Real Estate, Inc.
 Chapters Health System, Inc.
2. Name and jurisdiction of the surviving not for profit corporation:
 Chapters Health System, Inc. Florida
3. Name and jurisdiction of the merged not for profit corporation:
 HPH Real Estate, Inc. Florida
4. Terms and Conditions of the Proposed Merger are as follows:
 - a. This Plan of Merger will be submitted to a vote of the respective boards of directors for HPH and Chapters on May 12, 2015.
 - b. This Plan of Merger will be submitted for approval to the sole member of HPH on or before May 12, 2015, pursuant to Article XIII of the Amended and Restated Bylaws of HPH.
 - c. If either of the respective boards or HPH's sole member fail to approve this Plan of Merger, this Plan of Merger shall terminate and the Proposed Merger shall not be consummated.
 - d. Upon approval and adoption of this Plan of Merger by both the Boards of Directors of HPH and Chapters, and HPH's sole member, the Proposed Merger shall become effective as of 12:01 a.m., on June 1, 2015, prevailing Eastern Time (the "Effective Date").

- e. The principal office of the Surviving Corporation will be located at 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.
- f. The fiscal year of the Surviving Corporation will be from January 1 to December 31, both inclusive, of each year.
- g. The Board of Directors of the Surviving Corporation shall be the Board of Directors of Chapters Health System, Inc.
- h. The articles of incorporation and the bylaws of the Surviving Corporation will be the Third Restated Articles of Incorporation, as amended, and Eighth Amended Bylaws of Chapters Health Systems, Inc., without changes.
- i. The staff of the Surviving Corporation shall be the current staff of Chapters. The President and Chief Executive Officer of the Surviving Corporation shall be the current President and Chief Executive Officer of Chapters.
- j. The Surviving Corporation will assume all outstanding obligations of HPH.
- k. Title to all real estate and other property, or any interest therein, owned by HPH will be vested in the Surviving Corporation without reversion or impairment.
- l. Prior to the Effective Date, the business of HPH and Chapters will be conducted in the ordinary and usual course.
- m. The Boards of Directors of HPH and Chapters may agree to future amendments to this Plan of Merger provided that no such amendment will materially, substantially, or adversely affect the rights of any members of either corporation.
- n. The Boards of Directors of HPH and Chapters are hereby authorized, empowered, and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service, and any other governing bodies and the payment of all fees due and payable thereunder.

The effective date of the Proposed Merger, if approved and adopted, shall be June 1, 2015 at 12:01 a.m., prevailing Eastern Time.

Dated: May 12, 2015.

"CHAPTERS":

CHAPTERS HEALTH SYSTEMS, INC.,

A Florida not for profit corporation

By: 

Name: JOHN A. KOLOSKY

Title: Chairperson

"HPH":

HPH REAL ESTATE, INC.,

A Florida not for profit corporation

By: 

Name: JOHN A. KOLOSKY

Title: Chairperson