

764547

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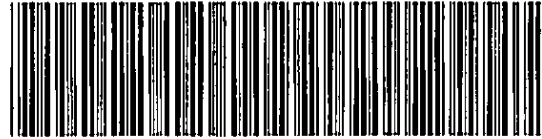
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2021 May 4 PM 12:07

MAY 21 2021

R. HUNT

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Orlando Health 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:

Ashley Keating  
(Contact Person)

Orlando Health, Inc.  
(Firm/Company)

1414 Kuhl Ave., MP 2  
(Address)

Orlando, Florida 32806  
(City/State and Zip Code)

For further information concerning this matter, please call:

Ashley Keating At ( 321 ) 841-1360  
(Name of Contact Person) (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**  
**OF**  
**ORLANDO HEALTH FOUNDATION, INC.**  
(A Florida Not-for-Profit Corporation. Document Number: 764547)  
**AND**  
**HEALTH CENTRAL FOUNDATION, INC.**  
(A Florida Not-for-Profit Corporation. Document Number: 756562)

In accordance with the Florida Not-for-Profit Corporation Act (the "Act"), pursuant to §617.1101, and §617.1105, Florida Statutes, ORLANDO HEALTH FOUNDATION, INC., a Florida Not-for-Profit Corporation (the "Surviving Corporation") with its principal address at 3160 Southgate Commerce Blvd., Suite 50, Orlando, Florida 32806, and HEALTH CENTRAL FOUNDATION, INC., a Florida Not-for-Profit Corporation (the "Merged Corporation") with its principal address at 1414 Kuhl Avenue, MP2, Orlando, Florida 32806, hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation into the Surviving Corporation.

**ARTICLE I**

HEALTH CENTRAL FOUNDATION, INC. shall be merged with and into ORLANDO HEALTH FOUNDATION, INC. and the separate existence of HEALTH CENTRAL FOUNDATION, INC. shall cease. ORLANDO HEALTH FOUNDATION, INC. shall survive the Merger and shall continue to be governed by the laws of the State of Florida.

**ARTICLE II**

The Plan of Merger attached as Exhibit A was approved and adopted, in accordance with §617.1103 of the Act, by the sole member of the Surviving Corporation on April 23, 2021 and the number of votes cast for the merger were sufficient for approval.

**ARTICLE IV**

The Plan of Merger attached as Exhibit A was approved and adopted, in accordance with §617.1103 of the Act, by the sole member of the Merged Corporation on April 23, 2021 and the number of votes cast for the merger were sufficient for approval.

**ARTICLE V**

The Bylaws of the Surviving Corporation as in effect prior to the merger shall continue in effect to govern the Surviving Corporation after the merger. The Surviving Corporation's principal place of business shall remain 3160 Southgate Commerce Blvd., Suite 50, Orlando, Florida 32806. A copy of the Articles of Incorporation is maintained in the corporate offices of the Surviving Corporation.

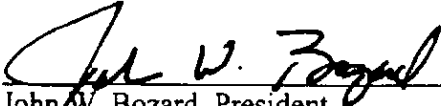
**ARTICLE VI**

The date and time when the Merger shall become effective is April 30, 2021 at 11:59 P.M. (the "Effective Date").

2021 May 4 PM 12:07  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, the undersigned signed these Articles of Merger as  
of this 30 day of April 2021.

ORLANDO HEALTH FOUNDATION, INC.,  
a Florida Not-for-Profit Corporation

  
John W. Bozard, President

HEALTH CENTRAL FOUNDATION, INC.  
a Florida Not-for-Profit Corporation

  
John W. Bozard, President

## **EXHIBIT A**

### **PLAN OF MERGER OF**

#### **ORLANDO HEALTH FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation. Document Number: 764547)

### **AND**

#### **HEALTH CENTRAL FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation. Document Number: 756562)

This Plan of Merger dated as of April 23, 2021 (the "Agreement"), is entered into by ORLANDO HEALTH FOUNDATION, INC., a Florida Not-for-Profit Corporation, and its affiliate, HEALTH CENTRAL FOUNDATION, INC., a Florida Not-for-Profit Corporation. Orlando Health Foundation, Inc. and Health Central Foundation, Inc. may collectively be referred to herein as the "Constituent Corporations."

### **Recitals**

1. Orlando Health Foundation, Inc. is a Florida Not-for-Profit Corporation duly organized and existing under the laws of the State of Florida.
2. Health Central Foundation, Inc. is a Florida Not-for-Profit Corporation duly organized and existing under the laws of the State of Florida.
3. The sole member of Health Central Foundation, Inc. is Orlando Health Foundation, Inc.
4. The sole member of Orlando Health Foundation, Inc. is Orlando Health, Inc.
5. Orlando Health Foundation, Inc. and Health Central Foundation, Inc. have determined it is desirable and in the best interest of the Constituent Corporations that Health Central Foundation, Inc. be merged into Orlando Health Foundation, Inc. with Orlando Health Foundation, Inc. being the Surviving Corporation.
6. The directors and members of Orlando Health Foundation, Inc. and Health Central Foundation, Inc., as applicable, have adopted and approved this Agreement in accordance with and pursuant to §617.1103, Florida Statutes.

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, Orlando Health Foundation, Inc. and Health Central Foundation, Inc. hereby agree, subject to the terms and conditions hereinafter set forth, pursuant to §617.1101 and §617.1109 Florida Statutes, as follows:

### **ARTICLE I DESIGNATION OF SURVIVING CORPORATION**

In accordance with the provisions of this Agreement and the Florida Not-for-Profit Corporation Act (the "Act"), Health Central Foundation, Inc. shall be merged with and into

Orlando Health Foundation, Inc. (the "Merger"), the separate existence of Health Central Foundation, Inc. shall cease, and Orlando Health Foundation, Inc. shall survive the Merger and shall continue to be governed by the laws of the State of Florida. Orlando Health Foundation, Inc. shall be, and is herein sometimes referred to as, the "Surviving Corporation."

## **ARTICLE II** **PRINCIPAL OFFICE**

The principal office of Orlando Health Foundation, Inc. shall be the principal office of the Surviving Corporation following the Merger.

## **ARTICLE III** **TERMS AND CONDITIONS OF MERGER**

The Merger will be consummated upon (a) the adoption and approval of this Agreement by the members and directors of Orlando Health Foundation, Inc. and Health Central Foundation, Inc.; (b) the approval of this Agreement by Orlando Health, Inc.; and (c) the Articles of Merger of the Constituent Corporations are filed with the Florida Department of State in accordance with Florida law. The Merger will be consummated in accordance with the terms set forth in this Agreement.

## **ARTICLE IV** **CHARTER DOCUMENTS, DIRECTORS, AND OFFICERS**

1. Articles of Incorporation and Bylaws. Upon the effective date of the Merger, the Articles of Incorporation and Bylaws of Orlando Health Foundation, Inc. in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2. Directors. The directors of Orlando Health Foundation, Inc. immediately prior to the effective date of the Merger shall be the directors of the Surviving Corporation. The directors shall continue to serve until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

## **ARTICLE V** **MEMBERSHIP**

1. Orlando Health Foundation, Inc. Membership. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Corporations, the sole member of Orlando Health Foundation, Inc. shall continue to be the sole member of the Surviving Corporation.

2. Effect of Merger. Upon the effective date of the Merger, the following shall or shall be deemed to have occurred:

- a. Impact of Merger. (a) the title to all real estate and other property, or any interest therein, owned by Health Central Foundation, Inc. is vested in the Surviving Corporation without reversion or impairment; (b) the Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of Health Central Foundation, Inc.; (c) any claim existing or action or proceeding pending by or against Health Central Foundation, Inc. may be continued as if the Merger did not occur and the Surviving Corporation may be substituted in the proceeding for Health Central Foundation, Inc.; and (d) neither the rights of creditors nor any liens upon the property of Health Central Foundation, Inc. shall be impaired by the Merger.
- b. Classification of Surviving Corporation. For Federal income tax purposes, the Surviving Corporation shall continue to be taxed in the manner in effect immediately prior to the effective date of the Merger.
- c. Continuation of Business. The Surviving Corporation shall continue the business of Health Central Foundation, Inc. and Orlando Health Foundation, Inc.
- d. Taxable Year. The taxable year of Health Central Foundation, Inc. shall be closed as a result of the Merger.
- e. EIN. The EIN of Orlando Health Foundation, Inc. shall continue to be the EIN of the Surviving Corporation.

## **ARTICLE VI**

### **APPROVAL OF DIRECTORS AND EFFECTIVE DATE**

The Merger shall take place when (a) this Plan of Merger shall have been adopted and approved by the directors and members of Orlando Health Foundation, Inc. and Health Central Foundation, Inc., as applicable, in accordance with the requirements of the Act; (b) this Plan of Merger shall have been approved by Orlando Health, Inc.; and (c) executed Articles of Merger have been filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective is April 30, 2021 at 11:59 P.M. (the "Effective Date").

## **ARTICLE VII**

### **ABANDONMENT OF PLAN OF MERGER**

At any time before the filing of this Agreement with the Secretary of the State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any

reason whatsoever, notwithstanding the approval of this Agreement by the directors or members of the Constituent Corporations.

**ARTICLE VIII**  
**GENERAL**

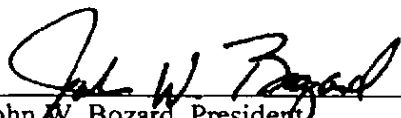
1. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation.

2. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.

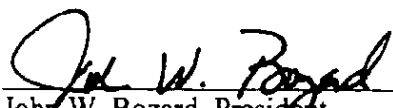
3. Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, this Plan of Merger, having been adopted by the members and directors of ORLANDO HEALTH CENTRAL, INC. and HEALTH CENTRAL FOUNDATION, INC., in accordance with and pursuant to §617.1101, Florida Statutes, is hereby executed on behalf of each of such entity.

ORLANDO HEALTH FOUNDATION, INC.,  
a Florida Not-for-Profit Corporation

  
\_\_\_\_\_  
John W. Bozard, President

HEALTH CENTRAL FOUNDATION, INC.  
a Florida Not-for-Profit Corporation

  
\_\_\_\_\_  
John W. Bozard, President