

Division of Corporations

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# 767171

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**MERGER OR SHARE EXCHANGE**  
**ST. VINCENT'S AMBULATORY CARE, INC.**

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**ARTICLES OF MERGER  
OF  
ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.  
WITH AND INTO  
ST. VINCENT'S AMBULATORY CARE, INC.**

St. Vincent's Ambulatory Care, Inc., a Florida non-profit corporation ("Ambulatory Care"), and St. Vincent's Physician Enterprise, Inc., a Florida profit corporation ("Physician Enterprise"), hereby deliver to the Florida Department of State for filing these Articles of Merger for the merger of Physician Enterprise with and into Ambulatory Care. Ambulatory Care will be the surviving corporation.

1. Physician Enterprise is a wholly-owned subsidiary of St. Vincent's Health System, Inc., a Florida non-profit corporation ("Parent Corporation").
2. The merger will become effective on July 29, 2014 (the "Effective Date").
3. A true copy of the Plan of Merger is attached hereto as Exhibit A.
4. The attached Plan of Merger was:
  - (a) Approved by the sole shareholder of Physician Enterprise, Parent Corporation, and approved by all of the directors of Physician Enterprise, effective as of June 2, 2014; and
  - (b) Approved by all of the directors of Ambulatory Care, effective as of June 2, 2014. There are no members of Ambulatory Care entitled to vote on the Plan of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the 22nd day of July 2014.

**ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.,**  
a Florida corporation

By: Karen Darnell

Karen Darnell  
As its President

**ST. VINCENT'S AMBULATORY CARE, INC.,**  
a Florida non-profit corporation

By: Karen Darnell

Karen Darnell  
As its President

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**EXHIBIT A**

**PLAN OF MERGER  
OF  
ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.  
WITH AND INTO  
ST. VINCENT'S AMBULATORY CARE, INC.**

1. The names of the corporations planning to merge are **St. Vincent's Physician Enterprise, Inc.**, a Florida profit corporation ("Physician Enterprise"), and **St. Vincent's Ambulatory Care, Inc.**, a Florida non-profit corporation ("Ambulatory Care"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan of Merger"), and in accordance with Section 607.1109 of the Florida Business Corporation Act and Section 617.1105 of the Florida Not For Profit Corporation Act (collectively the "Acts"), Physician Enterprise will be merged with and into Ambulatory Care, the separate corporate existence of Physician Enterprise will cease, and Ambulatory Care will continue as the surviving corporation (the "Merger").

2. The Merger will be effective on July 29, 2014 (the "Effective Date").

3. On the Effective Date of the Merger, the effect of the Merger will be as provided in this Plan of Merger and the applicable provisions of the Acts. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges, and powers of Physician Enterprise will vest in Ambulatory Care, as the surviving corporation, and all liabilities and obligations of Physician Enterprise will become the liabilities and obligations of Ambulatory Care, as the surviving corporation.

4. Each person who is a director or officer of Ambulatory Care immediately prior to the Effective Date of the Merger will continue to be a director or officer of Ambulatory Care, the surviving corporation in the Merger, from and after the Effective Date of the Merger and will serve in such capacity until his or her respective successor is duly elected or appointed, or until his or her death, resignation, or removal.

5. On the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any shareholder of Physician Enterprise, each share of common stock of Physician Enterprise issued and outstanding immediately prior to the Effective Date of the Merger will be canceled without payment of consideration of any kind, and the sole shareholder of Physician Enterprise, by virtue of the Merger, will not have any right to acquire shares, obligations, or other securities in Ambulatory Care.

6. On the Effective Date of the Merger, the Articles of Incorporation and the Bylaws of Ambulatory Care will not differ from its Articles of Incorporation and the Bylaws in effect immediately prior to the Effective Date of the Merger.

7. This Plan of Merger has been submitted to and approved by St. Vincent's Health System, Inc., a Florida non-profit corporation, which is the sole shareholder of Physician Enterprise. This Plan of Merger has been submitted to and approved by all of the directors of Physician Enterprise.

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8. This Plan of Merger has been submitted to and approved by all of the directors of Ambulatory Care.

9. There are no other terms or conditions to the Merger.

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