

**ADVENTIST**  
HEALTH SYSTEM

770632

January 27, 1999

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-01/28/99-01055-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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-01/28/99-01055-005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

RE: Articles of Merger

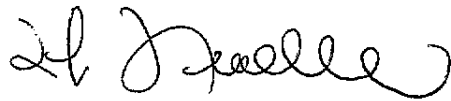
Dear Sir:

Enclosed is our check in the amount of \$70.00 which we understand is the fee for filing the enclosed Articles of Merger between HCC Properties, Incorporated and Azalea Park Clinic, Inc.

We would ask that you return to our attention a certified copy of the recorded Articles of Merger, and have enclosed the sum of \$52.50 for this purpose. If at all possible we would ask that you return the requested document to our attention by using the enclosed Federal Express airbill.

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

Sincerely,



T. L. Trimble  
Vice President, Legal Services

TT:tl

Enclosures (2)

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AZALEA PARK CLINIC INC., document #308131, a Florida corporation

INTO

**HCC PROPERTIES, INCORPORATED**, a Florida corporation, 770632

File date: January 28, 1999

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER  
BETWEEN  
HCC PROPRERTIES, INCORPORATED ("Surviving Corporation")  
AND  
AZALEA PARK CLINIC, INC. ("Disappearing Corporation")

TO: Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned corporations have adopted an Agreement of Merger made a part hereof.
2. The name of the surviving corporation is HCC Properties, Incorporated, a Florida not for profit corporation.
3. No changes in the Articles of Incorporation of the Surviving Corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 617.1103 of the Florida Not-For Profit Corporation Act, as to the Surviving Corporation, and Section 607.1101 of the Florida Business Corporation Act, as to the Disappearing Corporation.
5. The merger of the undersigned corporations will become effective on January 28, 1999.
6. The Board of Directors of each of the undersigned corporations has adopted the Agreement of Merger.
7. The membership of HCC Properties, Incorporated adopted the Agreement of Merger at a meeting by unanimous written consent effective the 27<sup>th</sup> day of January, 1999.
8. The sole stockholder of the Disappearing Corporation adopted the Agreement of Merger at a meeting called and held for that purpose on January 27, 1999.
9. The shares of Azalea Park Clinic, Inc. held by the sole stockholder shall be redeemed for a membership interest in HCC Properties, Incorporated.

10. The Agreement of Merger reads as follows:

This Agreement of Merger is made by and between HCC Properties, Incorporated, a Florida Not For Profit Corporation, and Azalea Park Clinic, Inc., a Florida Corporation, hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Azalea Park Clinic, Inc. (the "Disappearing Corporation") be merged into HCC Properties, Incorporated (the "Surviving Corporation") under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.1103 of the Florida Not-For-Profit Corporation Act, as to the Surviving Corporation, and Section 607.1101 of the Florida Business Corporation Act, as to the Disappearing Corporation.
- B. The Membership of the Surviving Corporation has approved the merger, and the sole stockholder of the Disappearing Corporation has approved the merger.
- C. The respective Board of Directors of the Constituent Corporations, the Membership of the Surviving Corporation, and the sole stockholder of the Disappearing Corporation have 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 Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

- 1. Agreement to Merge. The Constituent Corporations hereby agree that Azalea Park Clinic, Inc., the Disappearing Corporation, shall be merged into HCC Properties, Incorporated, the Surviving Corporation.
- 2. Name of Merged Corporation. The name of the Surviving Corporation shall be HCC Properties, Incorporated.
- 3. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be located at the

following address: 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are 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 HCC Properties, Incorporated.
6. Registered Agent of Surviving Corporation. The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Azalea Park Clinic, Inc. or HCC Properties, Incorporated may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.
7. Assets of Disappearing Corporation. 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 Azalea Park Clinic, Inc. 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 Corporation. The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against Azalea Park Clinic, Inc. 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. 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.

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 Agreement shall become effective as of January 28, 1999.
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.
13. Employees of Disappearing Corporation. The Disappearing Corporation has no employees.
14. Management and 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.

In Witness Whereof, the Constituent Corporations have caused their respective corporate names to be signed by their respective officers, duly authorized by the respective Board of Directors, Membership (as to the Surviving Corporation), and sole stockholder (as to the Disappearing Corporation) the day and year first above written.

Signed in Presence of:

Judy Forester  
Debra Quinn  
As to Disappearing Corporation

AZALEA PARK CLINIC, INC.

By: 2h Daniel  
Title: Secretary - T. L. Daniel

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99 JAN 28 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2h Daniel  
Judy Forester  
As to Surviving Corporation

HCC PROPERTIES, INCORPORATED

By: Mark Block  
Title: Asst. Secretary - Mark Block