

**G08369**

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**MERGER OR SHARE EXCHANGE**

**WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED**

Certificate of Status	0
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2009 DEC 18 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
09 DEC 18 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation is:

Wellington Regional Medical Center, Incorporated, a Florida corporation

**SECOND:** The name and jurisdiction of the merging corporation is:

UHS of Manatee, Inc., a Florida corporation

**THIRD:** The Plan of Merger is as follows:

1. Wellington Regional Medical Center, Incorporated, a corporation organized under the laws of the State of Florida, shall merge and assume the liabilities and obligations of UHS of Manatee, Inc., a corporation organized under the laws of the State of Florida. The name of the surviving corporation is Wellington Regional Medical Center, Incorporated.
2. All of the issued and outstanding shares of each corporation are owned by the same parent corporation.
3. On the effective date of the merger all of the issued and outstanding shares of UHS of Manatee, Inc. shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.
4. The Articles of Incorporation of Wellington Regional Medical Center, Incorporated shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.
5. The Bylaws of Wellington Regional Medical Center, Incorporated shall be the bylaws of the corporation surviving the merger.
6. The Directors and Officers of Wellington Regional Medical Center, Incorporated shall be the Directors and Officers of the corporation surviving the merger, and shall serve until their successors are elected.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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FIFTH: The Plan of Merger was adopted by the shareholder of the surviving corporation on December 18, 2009.

SIXTH: The Plan of Merger was adopted by the shareholder of the merging corporation on December 18, 2009.

Wellington Regional Medical Center, Incorporated

  
\_\_\_\_\_  
Steve Filton, Vice President

UHS of Manatee, Inc.

  
\_\_\_\_\_  
Steve Filton, Vice President