

688936

Florida Department of State
Division of Corporations
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SECTION 617.1101

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Email Address: Liz.Callehan@bhcpns.org

MERGER OR SHARE EXCHANGE
BAPTIST HEALTH VENTURES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$60.00

V. SULKER

NOV 09 2020

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**ARTICLES OF MERGER
MERCING
ANDREWS INSTITUTE MEDICAL PARK, LLC
INTO
BAPTIST HEALTH VENTURES, INC.**

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1025, Florida Statutes.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is BAPTIST HEALTH VENTURES, INC. (Document # G88936), which was formed under the laws of and is subject to the jurisdiction of Florida. The surviving corporation exists before the merger and is a domestic filing entity.

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STATE OF FLORIDA
CORPORATION DIVISION

ARTICLE II – MERGING LIMITED LIABILITY COMPANY

The name of the merging limited liability company is ANDREWS INSTITUTE MEDICAL PARK, LLC (Document # I.05000109833), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on the date and time that these Articles of Merger are accepted by the Florida Department of State, Division of Corporations.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION AND MERGING LIMITED LIABILITY COMPANY**

The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026, Florida Statutes; and by the board of directors of Baptist Health Ventures, Inc., the surviving corporation, on October 1, 2020, which is also the sole member and sole Interest Holder (as defined in Section 605.0102(31), Florida Statutes) of Andrews Institute Medical Park, LLC.

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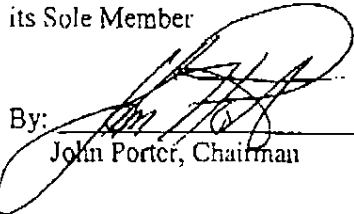
ARTICLE VI- APPRAISAL RIGHTS

This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Section 605.1006 and 605.1061-605.1072, Florida Statutes.

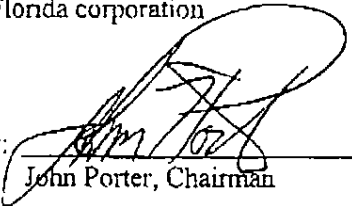
Executed this 1st day of October, 2020.

ANDREWS INSTITUTE MEDICAL
PARK, LLC, a Florida limited liability company

By: BAPTIST HEALTH VENTURES, INC., a Florida corporation,
its Sole Member

By: 
John Porter, Chairman

BAPTIST HEALTH VENTURES, INC.,
a Florida corporation

By: 
John Porter, Chairman

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PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is by and between ANDREWS INSTITUTE MEDICAL PARK, LLC, a Florida limited liability company ("AIMP"), formed on November 10, 2005, and BAPTIST HEALTH VENTURES, INC., a Florida corporation ("BHV") formed on March 6, 1984.

WITNESSETH:

WHEREAS, AIMP is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida;

WHEREAS, AIMP has no options or warrants issued and outstanding;

WHEREAS, BHV is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida;

WHEREAS, BHV is the sole member of AIMP;

WHEREAS, BHV and AIMP have determined that it is advisable and in the best interests of BHV and AIMP for AIMP to merge with and into BHV upon the terms and conditions set forth herein;

WHEREAS, the BHV and AIMP have approved the merger, the Articles of Merger and this Plan of Merger; and

NOW, THEREFORE, for and in consideration of the mutual premises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The following plan of merger is submitted in compliance with §617.1105, Florida Statutes.
2. The name of the surviving corporation is BAPTIST HEALTH VENTURES, INC. (Document # G88936), which was formed under the laws of and is subject to the jurisdiction of Florida.
3. The name of the merging limited liability company is ANDREWS INSTITUTE MEDICAL PARK, LLC (Document # L05000109833) which was formed under the laws of and is subject to the jurisdiction of Florida.
4. The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). However, for all accounting purposes the effective date of the merger shall be October 1, 2020.
5. At the Effective Time, ANDREWS INSTITUTE MEDICAL PARK, LLC

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(Document # L05000109833) shall be merged with and into BAPTIST HEALTH VENTURES, INC. (Document # G88936) with BHV being the surviving corporation. The separate corporate existence of AIMP shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of AIMP shall inure to BHV. The Membership Interests of AIMP shall be extinguished at the Effective Time.

Executed this 1st day of October, 2020.

ANDREWS INSTITUTE MEDICAL
PARK, LLC, a Florida limited liability company

By: BAPTIST HEALTH VENTURES, INC., a Florida corporation,
its Sole Member

By: 
John Porter, Chairman

BAPTIST HEALTH VENTURES, INC.,
a Florida corporation

By: 
John Porter, Chairman

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