

H17844

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

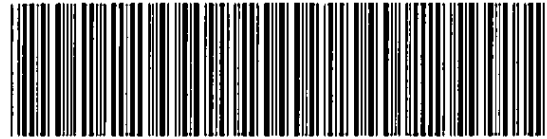
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 OCT -1 AM 10:06

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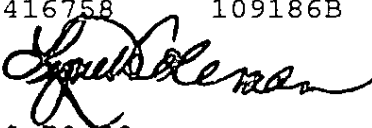
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IA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 416758 109186B
AUTHORIZATION : 
COST LIMIT : \$ 70.00

ORDER DATE : September 28, 2018
ORDER TIME : 10:43 AM
ORDER NO. : 416758-030
CUSTOMER NO: 109186B

ARTICLES OF MERGER

NATIONAL HEALTHCARE OF HOLMES
COUNTY, INC.

INTO

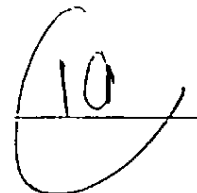
INACTCO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS:



ARTICLES OF MERGER
(Profit Corporations)

FILED
2018 OCT -1 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INACTCO, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
National Healthcare of Holmes County, Inc.	Florida	H17844

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 26, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 26, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

**AGREEMENT AND PLAN OF MERGER
OF
MERGER SUBS
AND
INACTCO, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of the 26th day of September, 2018, is by and between each of the companies listed on Exhibit A attached hereto (the "Merger Subs"), and INACTCO, Inc., a Delaware corporation ("Company").

WITNESSETH:

WHEREAS, the parties hereto desire that the Merger Subs be merged with and into the Company pursuant to the terms of this Agreement.

NOW, THEREFORE, for and in consideration of the premises and of the mutual representations, warranties and covenants herein contained, the parties hereby agree as follows:

WHEREAS, subject to the terms and conditions herein, the Merger Subs shall merge with and into the Company (the "Merger"), with Company being the surviving entity (the "Surviving Entity"), effective as of 11:59 p.m. on the date the Certificate of Merger is filed with the Secretary of State of Delaware (the "Effective Time").

WHEREAS, the total number of shares of stock each Merger Sub has the authority to issue and the par value of each is:

- 1) Community Health Network, Inc. – 1,000 shares authorized at \$.01 par value
- 2) Foley Home Health Corporation – 1,000 shares authorized at \$.01 par value
- 3) South Alabama Managed Care Contracting, Inc. – 1,000 shares authorized at \$1.00 par value
- 4) South Alabama Medical Management Services, Inc. – 1,000 shares authorized at \$1.00 par value
- 5) South Alabama Physician Services, Inc. – 1,000 shares authorized at \$1.00 par value
- 6) National Healthcare of Holmes County, Inc. – 100 shares authorized at \$1.00 par value
- 7) Augusta HMA Physician Management, Inc. – 10,000 shares authorized at no par value
- 8) Augusta HMA, Inc. – 10,000 shares authorized at no par value
- 9) Health Care of Forsyth County, Inc. – 10,000 shares authorized at \$1.00 par value

WHEREAS, the total number of shares of stock which Company has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the Alabama Business Corporation Act, the Florida Business Corporation Act, and the Georgia Business Corporation Code each permit the merger of a business corporation of the aforementioned states with and into a business corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law permits the merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Merger Subs and the Company and the respective Boards of Directors and shareholders thereof deem it advisable and to the advantage and the best interests of said corporations and their respective shareholders to merge Merger Subs with and into Company

pursuant to the provisions of the Alabama Business Corporation Act, the Florida Business Corporation Act, the Georgia Business Corporation Code, and the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises of the mutual agreement of the parties hereto, being hereunto duly entered into by Corporation and approved by a resolution adopted by its Board of Directors and sole shareholder and being hereunto duly entered into by Company and approved by a resolution adopted by its Board of Directors and sole shareholder, the Agreement and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Merger Subs and Company shall, pursuant to the provisions of the Alabama Business Corporation Act, the Florida Business Corporation Act, the Georgia Business Corporation Code, and the Delaware General Corporation Law, be merged with and into a single corporation, to wit, the Company, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, pursuant to the provisions of the Delaware General Corporation Law. The separate existence of the Merger Subs, which is sometimes hereinafter referred to as the "terminating corporations", shall cease at said effective time in accordance with the provisions of the Alabama Business Corporation Act, the Florida Business Corporation Act, and the Georgia Business Corporation Code.

2. The Articles of Incorporation of the surviving corporation in force and in effect at the effective time in the State of Delaware of the merger herein provided for shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporations shall, from the effective time of the merger, cease to exist and all certificates for such stock shall be canceled and no shares of the surviving corporation shall be exchanged therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the States of Alabama, Florida or Georgia in any proceeding for enforcement of any obligation of the terminating corporations, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporations as and when determined in appraisal proceedings pursuant to the provisions of the law of the States of Alabama, Florida or Georgia, does hereby irrevocably appoint the Secretary of State of the States of Alabama, Florida or Georgia as its agent to accept service of process in any such suit or other proceedings; and does hereby specify

the following address to which a copy of such process shall be mailed by the Secretary of State of the States of Alabama, Florida or Georgia: INACTCO, Inc., c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

7. The Board of Directors and the officers of the terminating corporations and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for, to be effective on the date of filing the Certificate of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

MERGER SUBS

By: Benjamin C. Fordham
Executive Vice President and Asst. Secretary

INACTCO, INC.

By: Benjamin C. Fordham
Executive Vice President and Asst. Secretary

EXHIBIT A

- Community Health Network, Inc., an Alabama corporation
- Foley Home Health Corporation, an Alabama corporation
- South Alabama Managed Care Contracting, Inc., an Alabama corporation
- South Alabama Medical Management Services, Inc., an Alabama corporation
- South Alabama Physician Services, Inc., an Alabama corporation
- National Healthcare of Holmes County, Inc., a Florida corporation
- Augusta HMA Physician Management, Inc., a Georgia corporation
- Augusta HMA, Inc., a Georgia corporation
- Health Care of Forsyth County, Inc., a Georgia corporation