

L06000/20110

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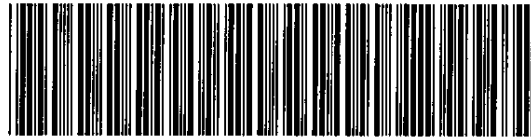
(Business Entity Name)

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ADVENTIST
HEALTH SYSTEM

Federal Express
8580 9084 9064

December 27, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**RE: Courtland Health Care Properties, Inc.
Adventist Health System Real Property, LLC**

Dear Sir:

Please find enclosed a Certificate of Merger and a Plan of Merger entered into between Courtland Health Care Properties, Inc., a Georgia nonprofit corporation, and Adventist Health System Real Property, LLC, together with our check in the amount of \$90.00¹ which we understand is the fee for recording the enclosure and providing us with a certified copy of the recorded document.

If at all possible we would appreciate your returning the enclosed document to our attention via Federal Express. An air bill is enclosed for this purpose.

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

Sincerely,



T. L. Trimble, Vice President

TLT/mkl
Enclosures

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¹ It is our understanding that the merger is \$25.00 for the limited liability party, \$35.00 for the nonprofit corporate party, and that the fee for obtaining a certified copy is \$30.00.

**CERTIFICATE OF MERGER OF
LIMITED LIABILITY COMPANY AND NONPROFIT CORPORATIONS**

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Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Section 14-3-1106 of the Georgia Nonprofit Corporation Code, the undersigned entities adopt the following Certificate of Merger for the purpose of merging them into one of such entities.

1. The names of the undersigned entities and the States and the laws of which they are respectively organized are:

<u>Name of Entity</u>	<u>State</u>	<u>Type</u>
Adventist Health System Real Property, LLC #L06000120110	Florida	Limited Liability Company
Courtland Health Care Properties, Inc.	Georgia	Nonprofit Corporation

2. The laws of the State under which such foreign nonprofit corporation is organized permit such Merger.

3. The name of the surviving entity is Courtland Health Care Properties, Inc. and it is governed by the laws of the State of Georgia. The merger shall be effective at 12:00:01 a.m. on January 1, 2007.

4. The Plan of Merger was approved in the manner prescribed by the Florida Limited Liability Company Act and in the manner prescribed by the Georgia Nonprofit Corporation Code.

5. As to the limited liability company domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the members on December 19, 2006, and the merger received the unanimous vote of the sole member.

6. As to the undersigned nonprofit corporation domesticated in Georgia, the Plan of Merger was adopted in the following manner: At a meeting of the members and the Board of Directors on August 16 of 2006, and the merger received the vote of not less than 2/3rds of the members and a majority of the directors then in office.

7. Courtland Health Care Properties, Inc., the surviving corporation hereby: (a) agrees that it may be served by process in the State of Florida in any proceeding for the enforcement of any obligation of Adventist Health System Real Property, LLC; and (b) irrevocably appoints the Secretary of State of Florida

as its agent to accept services of process in any such proceeding to enforce obligations of Adventist Health System Real Property, LLC, including any appraisal rights of its members under §§ 608.4351 - 608.43595.

8. The surviving entity is not formed, organized or incorporated under the laws of Florida. The surviving entity's principal office address in its home state, country or jurisdiction is as follows:

c/o Emory Adventist Hospital
3949 S. Cobb Drive
Smyrna, Cobb County, Georgia 30080

9. The surviving entity is not formed, organized or incorporated under the laws of Florida. The surviving entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under §§ 608.4351 - 608.43595, F.S.

10. The surviving entity is an out-of-state entity not qualified to transact business in this state. The surviving entity lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of § 48.181, F.S., are as follows:

Street address: 3949 S. Cobb Drive
Smyrna, Georgia 30080

Mailing address: 3949 S. Cobb Drive
Smyrna, Georgia 30080

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ADVENTIST HEALTH SYSTEM REAL PROPERTY, LLC.

By: *Paul D. [Signature]*
Its: _____
Print Name: _____

COURTLAND HEALTH CARE PROPERTIES, INC.

By: *Michelle Fetters*
Its: *President*
Print Name: *Michelle Fetters*

PLAN OF MERGER

This Plan of Merger is made by and between **ADVENTIST HEALTH SYSTEM REAL PROPERTY, LLC**, a Florida limited liability company, and **COURTLAND HEALTH CARE PROPERTIES, INC.**, a Georgia nonprofit corporation, hereinafter collectively referred to as "Constituent Entities."

RECITALS:

- A. The Board of Directors of Courtland Health Care Properties Inc. (the "Surviving Corporation") deems it advisable that Adventist Health System Real Property, LLC (the "Disappearing Entity") be merged with the Surviving Corporation in the manner provided pursuant to Section 14-3-1106 of the Official Code of Georgia and Section 608.4382 of the Florida Limited Liability Company Act.
- B. The membership of each of the Constituent Entities has approved the merger.
- C. The Board of Directors of the Surviving Corporation and the Membership of the Constituent Entities 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 Entities have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1. *Agreement to Merge.* The Constituent Entities hereby agree that Adventist Health System Real Property, LLC, the Disappearing Entity, shall be merged into Courtland Health Care Properties, Inc., the Surviving Corporation.
2. *Name of Merged Entity.* The name of the Surviving Corporation shall be Courtland Health Care Properties, Inc.
3. *Principal Office of Surviving Corporation.* The principal office of the Surviving Corporation shall be located at 3949 South Cobb Drive, Smyrna, Cobb County, Georgia 30080.
4. *Purpose of Surviving Corporation.* The purpose of the Surviving Corporation is to engage in any lawful acts or

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activities for which such corporation may be formed under Chapter 14-3-101 of the Official Code of Georgia.

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 Courtland Health Care Properties, Inc.

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 Adventist Health System Real Property, LLC or Courtland Health Care Properties, Inc. may be served: Carol Hazen, 3949 S. Cobb Drive, Smyrna, GA 30080.

7. *Assets of Disappearing Entity.* 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 Adventist Health System Real Estate, LLC 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 or such merger.

8. *Liabilities of Disappearing Entity.* The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Entity and any claim existing, or action or proceeding pending by or against Adventist Health System Real Property, LLC 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; Membership Interests.* 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. There shall be no change in the membership interests of the Surviving Corporation.

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.

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11. *Effective Date of Agreement.* This Plan of Merger shall become effective as of 12:00:01 a.m., January 1, 2007.

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:

Chairman	Robert Henderschedt
President	Michelle Fetters
Secretary	Thomas G. Evans
Treasurer	Vacant
Assistant Secretaries:	Lynn Addiscott
	L. Mark Block
	Ariel De Prada
	Gary C. Skilton
	Terry D. Shaw

13. *Employees of Disappearing Entity.* The Disappearing Entity has no employees.

14. *Management 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.

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