

L07000073736

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

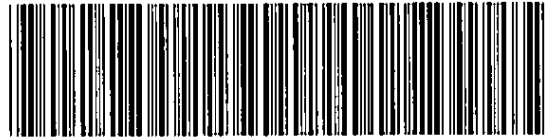
(Document Number)

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FILED

2018 OCT - 1 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

18 OCT - 1 PM 1:46

CLERK OF SUPERIOR COURT
TALLAHASSEE, FL 32304

C. GOLDEN
OCT - 8 2018

CG

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

ACCOUNT NO. : I20000000195

REFERENCE : 416758 109186B

AUTHORIZATION :

COST LIMIT : \$ 385.00

ORDER DATE : September 28, 2018

ORDER TIME : 10:42 AM

ORDER NO. : 416758-035

CUSTOMER NO: 109186B

ARTICLES OF MERGER

EVERRAD HMA HOLDINGS, LLC

INTO

INACTCO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 4, 2018

CORPORATION SERVICE COMPANY

RESUBMIT

Please give original
submission date as file date.

SUBJECT: EVERRAD HMA HOLDINGS, LLC
Ref. Number: L07000073736

We have received your document for EVERRAD HMA HOLDINGS, LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

We need signatures for each corporation involved in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 218A00020644

10 OCT -5 PM 1:54
CLARETHA GOLDEN
REGULATORY SPECIALIST II
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2018

CORPORATION SERVICE COMPANY

SUBJECT: EVERRAD HMA HOLDINGS, LLC
Ref. Number: L07000073736

We have received your document for EVERRAD HMA HOLDINGS, LLC and the authorization to debit your account in the amount of \$385.00. However, the document has not been filed and is being returned for the following:

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The signatures are too light.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 118A00020499

19 OCT -3 AM 10:49
CLARETHA GOLDEN
REGULATORY SPECIALIST II
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

CG

Articles of Merger
For
Florida Limited Liability Company

FILED

2018 OCT -1 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FL

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
See Attachment		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
INACTCO, Inc.	Delaware	Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

251 Little Falls Drive

Wilmington, DE 19808

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
See Attachment		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

**Articles of Merger
For
Florida Limited Liability Company**

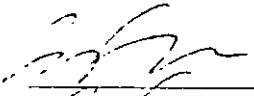

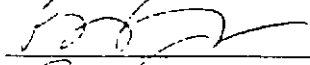
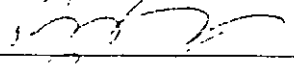

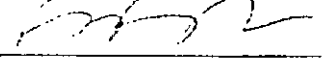

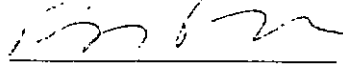
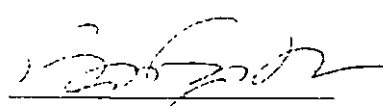
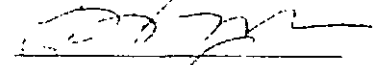
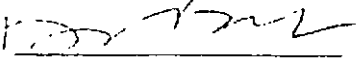
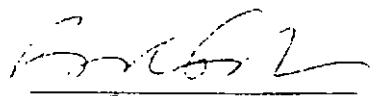
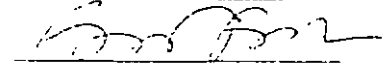
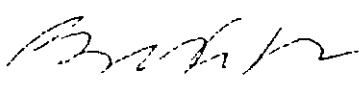
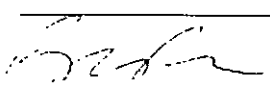
The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EverRad HMA Holdings, LLC	Florida	Limited Liability Company
Florida HMA Urgent Care, LLC	Florida	Limited Liability Company
Green Clinic, LLC	Florida	Limited Liability Company
Hernando HMA Ancillary, LLC	Florida	Limited Liability Company
HMA Physician Practice Management, LLC	Florida	Limited Liability Company
Marathon H.M.A., LLC	Florida	Limited Liability Company
Marathon HMA Medical Group, LLC	Florida	Limited Liability Company
North Port HMA, LLC	Florida	Limited Liability Company
Oviedo HMA, LLC	Florida	Limited Liability Company
Peace River HMA Nursing Center, LLC	Florida	Limited Liability Company
Poinciana HMA, LLC	Florida	Limited Liability Company
Spring Hill HMA Physician Management, LLC	Florida	Limited Liability Company
St. Cloud HMA Physician Management, LLC	Florida	Limited Liability Company
Wauchula HMA Physician Management, LLC	Florida	Limited Liability Company

**Articles of Merger
For
Florida Limited Liability Company**

SEVENTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual</u>
INACTCO, Inc.		Ben C. Fordham, EVP & Asst. Secretary
EverRad HMA Holdings, LLC		Ben C. Fordham, EVP & Asst. Secretary
Florida HMA Urgent Care, LLC		Ben C. Fordham, EVP & Asst. Secretary
Green Clinic, LLC		Ben C. Fordham, EVP & Asst. Secretary
Hernando HMA Ancillary, LLC		Ben C. Fordham, EVP & Asst. Secretary
HMA Physician Practice Management, LLC		Ben C. Fordham, EVP & Asst. Secretary
Marathon H.M.A., LLC		Ben C. Fordham, EVP & Asst. Secretary
Marathon HMA Medical Group, LLC		Ben C. Fordham, EVP & Asst. Secretary
North Port HMA, LLC		Ben C. Fordham, EVP & Asst. Secretary
Oviedo HMA, LLC		Ben C. Fordham, EVP & Asst. Secretary
Peace River HMA Nursing Center, LLC		Ben C. Fordham, EVP & Asst. Secretary
Poinciana HMA, LLC		Ben C. Fordham, EVP & Asst. Secretary
Spring Hill HMA Physician Management, LLC		Ben C. Fordham, EVP & Asst. Secretary
St. Cloud HMA Physician Management, LLC		Ben C. Fordham, EVP & Asst. Secretary
Wauchula HMA Physician Management, LLC		Ben C. Fordham, EVP & Asst. Secretary

AGREEMENT AND PLAN OF MERGER

By and Between

MERGER SUBS

and

INACTCO, INC.

a Delaware corporation

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:

ARTICLE I

MERGER

Section 1.01 Merger. Subject to the terms and conditions herein, the Merger Subs shall merge with and into the Company (the "Merger"), with the 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").

Section 1.02 Terms of the Merger. At the Effective Time, (i) all membership interest of each of the Merger Subs held by the sole member of each of the Merger Subs immediately prior to the Effective Time by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and extinguished in all respects, and (ii) all shares of common stock of Company held by the sole shareholder of Company immediately prior to the Effective Time shall continue as the 100% interest in the Surviving Entity of such shareholder, who shall continue as the sole shareholder of the Surviving Entity.

Section 1.03 Certificate of Formation of Surviving Entity. The Certificate of Formation of Company in effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Entity immediately after the Effective Time.

Section 1.04 Bylaws of Surviving Entity. The Bylaws of Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Entity immediately after the Effective Time.

Section 1.05 Officers of Surviving Entity. From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the directors and officers of the Surviving Entity, if any, shall be the same as the directors and officers of Company immediately prior to the Effective Time, if any.

Section 1.06 Effects of Merger. At the Effective Time, the separate existence of the Merger Subs shall cease, and the Merger Subs shall be merged into the Company, which shall thereupon and thereafter possess all the rights, privileges, powers and franchises, whether of public or private nature, and shall assume and be subject to all the restrictions, disabilities, duties, liabilities and obligations of the Merger Subs and the Company, and the merger shall have such effect under the laws of State of Delaware as is set forth in the Delaware Limited Liability Company Act and the Delaware General Corporation Law.

ARTICLE II

GENERAL

Section 2.01 Additional Instruments. The parties hereto shall deliver or cause to be delivered at the Effective Time and at such other times and places as shall be reasonably agreed on, such additional instruments as any party may reasonably request for the purpose of carrying out this Agreement.

Section 2.02 Assignment. This Agreement and the rights of the parties hereto may not be assigned (except by operation of law) and shall be binding upon and shall inure to the benefit of the parties hereto, and their successors.

Section 2.03 Entire Agreement. This Agreement and the documents delivered pursuant hereto constitute the entire agreement and the understanding between the parties hereto and supersede any prior agreement and understanding relating to the subject matter of this Agreement.

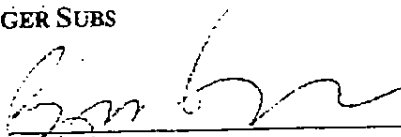
Section 2.04 Counterpart. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. It shall not be necessary that any single counterpart hereof be executed by all parties hereto so long as at least one counterpart is executed by each party.

Section 2.05 Amendments and Termination. This Agreement may be amended or the merger contemplated herein may be terminated by the Board of Directors of Company and the member of any of the Merger Subs at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

Section 2.06 Governing Law. This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Delaware without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws or any jurisdiction other than the State of Delaware.

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.

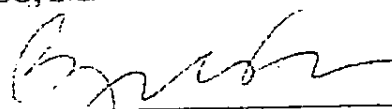
By: 
Benjamin C. Fordham
Executive Vice President and Asst. Secretary

EXHIBIT A

- Madison Hospital, LLC, an Alabama limited liability company
- EverRad HMA Holdings, LLC, a Florida limited liability company
- Florida HMA Urgent Care, LLC, a Florida limited liability company
- Green Clinic, LLC, a Florida limited liability company
- Hernando HMA Ancillary, LLC, a Florida limited liability company
- HMA Physician Practice Management, LLC, a Florida limited liability company
- Marathon H.M.A., LLC, a Florida limited liability company
- Marathon HMA Medical Group, LLC, a Florida limited liability company
- North Port HMA, LLC, a Florida limited liability company
- Oviedo HMA, LLC, a Florida limited liability company
- Peace River HMA Nursing Center, LLC, a Florida limited liability company
- Poinciana HMA, LLC, a Florida limited liability company
- Spring Hill HMA Physician Management, LLC, a Florida limited liability company
- St. Cloud HMA Physician Management, LLC, a Florida limited liability company
- Wauchula HMA Physician Management, LLC, a Florida limited liability company
- Harrison HMA Physician Management, LLC, a Mississippi limited liability company
- Meridian HMA, LLC, a Mississippi limited liability company
- Meridian HMA Clinic Management, LLC, a Mississippi limited liability company
- Meridian HMA Nursing Home, LLC, a Mississippi limited liability company
- Mississippi Health Management Medical Education Fund, LLC, a Mississippi limited liability company
- Mississippi HMA Urgent Care, LLC, a Mississippi limited liability company
- Mississippi HMA Ventures, LLC, a Mississippi limited liability company
- Preferred Nurse Staffing, LLC, a Mississippi limited liability company