

4/8/2021

Division of Corporations

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FL

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : BAPTIST HEALTH CARE CORPORATION  
Account Number : 120210000073  
Phone : (850)469-2129  
Fax Number : (850)434-4841

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: penny.boyce@bhcpns.org

MERGER OR SHARE EXCHANGE  
BAPTIST MEDICAL GROUP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

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**ARTICLES OF MERGER  
MERGING  
BAPTIST PHYSICIAN GROUP, LLC  
INTO  
BAPTIST MEDICAL GROUP, LLC**

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 LIMITED LIABILITY COMPANY**

The name of the surviving limited liability company is BAPTIST MEDICAL GROUP, LLC (Document # L09000042980), which was formed under the laws of and is subject to the jurisdiction of Florida. The surviving limited liability company exists before the merger and is a domestic filing entity.

**ARTICLE II – MERGING LIMITED LIABILITY COMPANY**

The name of the merging limited liability company is BAPTIST PHYSICIAN GROUP, LLC (Document # L01000017568), 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 be effective on January 1, 2021.

**ARTICLE V- ADOPTION OF MERGER BY  
SURVIVING LIMITED LIABILITY COMPANY 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; 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 Section 605.1023(1)(b) on January 1, 2021.

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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.

Effective this 1st day of January, 2021.

BAPTIST PHYSICIAN GROUP, LLC, a Florida  
limited liability company

By:   
Julie Cardwell, its President

BAPTIST MEDICAL GROUP, LLC, a Florida  
limited liability company

By:   
Julie Cardwell, its President

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### PLAN OF MERGER

This Plan of Merger (this "**Plan of Merger**") is by and between BAPTIST PHYSICIAN GROUP, LLC, a Florida limited liability company ("**BPG**"), formed on October 12, 2001, and BAPTIST MEDICAL GROUP, LLC, a Florida limited liability company ("**BMG**") formed on May 4, 2009.

### WITNESSETH:

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

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

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

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

WHEREAS, the BPG and BMG 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 limited liability company is BAPTIST MEDICAL GROUP, LLC (Document # L09000042980), 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 BAPTIST PHYSICIAN GROUP, LLC (Document # L01000017568) which was formed under the laws of and is subject to the jurisdiction of Florida.
4. The merger shall be effective as of January 1, 2021 (the "Effective Time").
5. At the Effective Time, BAPTIST PHYSICIAN GROUP, LLC (Document # L01000017568) shall be merged with and into BAPTIST MEDICAL GROUP, LLC (Document # L09000042980) with BMG being the surviving limited liability company. The separate corporate existence of BPG shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of BPG shall inure to BMG.

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Effective this 1st day of January, 2021.

BAPTIST PHYSICIAN GROUP, LLC, a Florida  
limited liability company

By: Julie Cardwell  
Julie Cardwell, its President

BAPTIST MEDICAL GROUP, LLC, a Florida  
limited liability company

By: Julie Cardwell  
Julie Cardwell, its President

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850-617-6381

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April 9, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAPTIST MEDICAL GROUP, LLC  
1717 NORTH E STREET  
SUITE 320 - ATTN: MARY MATHEWS  
PENSACOLA, FL 32501US

SUBJECT: BAPTIST MEDICAL GROUP, LLC  
REF: L09000042980

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Yasemin Y Sulker  
Regulatory Specialist III

FAX Aud. #: H21000139987  
Letter Number: 621A00007406

P.O BOX 6327 - Tallahassee, Florida 32314

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2021 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L01000017568

Entity Name: BAPTIST PHYSICIAN GROUP, LLC

Current Principal Place of Business:

1717 NORTH E ST  
STE 320  
PENSACOLA, FL 32501

Current Mailing Address:

1717 NORTH E ST  
STE 320 ATTN: ELIZABETH CALLAHAN  
PENSACOLA, FL 32501 US

FEI Number: 74-3018052

Certificate of Status Desired: No

Name and Address of Current Registered Agent:

CALLAHAN, ELIZABETH  
1717 NORTH E ST  
STE 320  
PENSACOLA, FL 32501 US*The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.*

SIGNATURE: \_\_\_\_\_

Electronic Signature of Registered Agent

Date

## Authorized Person(s) Detail :

Title MBR  
Name BAPTIST HEALTH VENTURES, INC.  
Address 1717 NORTH E ST  
STE 320  
City-State-Zip: PENSACOLA FL 32501

Title AUTHORIZED MEMBER  
Name GLEASON, MICHAEL  
Address 1717 NORTH E ST  
STE 320 ATTN: ELIZABETH  
CALLAHAN  
City-State-Zip: PENSACOLA FL 32501

Title AUTHORIZED MEMBER  
Name PORTER, JOHN  
Address 1717 NORTH E ST  
STE 320 ATTN: ELIZABETH  
CALLAHAN  
City-State-Zip: PENSACOLA FL 32501

Title AUTHORIZED MEMBER  
Name CALLAHAN, ELIZABETH  
Address 1717 NORTH E ST  
STE 320  
City-State-Zip: PENSACOLA FL 32501

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 005, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: JAN MULLINS

EXEC. ASST

04/13/2021

Electronic Signature of Signing Authorized Person(s) Detail

Date

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