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DIVISION OF CORPORATIONS

Merger  
w/NC

11/14/14

DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Suncoast Hospice of Hillsborough, LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Legal Services Department

Contact Person

BayCare Health System, Inc.

Firm/Company

2985 Drew Street

Address

Clearwater, Florida 33759

City, State and Zip Code

legal.services@baycare.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Touse

Name of Contact Person

at (727) 519-1881

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
BayCare Hospice of Hillsborough, Inc.	Florida	Non Profit Corporation

**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>
Suncoast Hospice of Hillsborough, LLC	Florida,	Limited Liability Company
<u>A NOT FOR PROFIT ORGANIZATION,</u>		

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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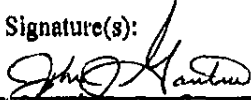
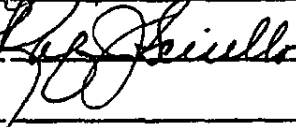
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BayCare Hospice of Hillsborough, Inc.		John Gantner
Suncoast Hospice of Hillsborough, LLC		Rafael Sciullo

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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**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>
BayCare Hospice of Hillsborough, Inc.	Florida	Non Profit Corporation

**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>
Suncoast Hospice of Hillsborough, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

Please see attachment.

*(Attach additional sheet if necessary)*

**THIRD:** The terms and conditions of the merger are as follows:

The merging company is BayCare Hospice of Hillsborough, Inc. ("**Merging Company**"), and the surviving company is Suncoast Hospice of Hillsborough, LLC ("**Surviving Company**"). As of the effective date of the filing of the Articles of Merger, the Merging Company shall be merged with and into the Surviving Company, which after such merger: (i) the sole owner of the Merging Company, BayCare Health System, Inc., shall hold a fifty percent (50%) membership interest in the Surviving Company, (ii) the sole member of the Surviving Company, Suncoast Caring Community, Inc., shall hold a fifty percent (50%) membership interest in the Surviving Company, and (iii) the Surviving Company will exist under the name Suncoast BayCare Hospice of Hillsborough, Inc. The Articles of Organization of the Surviving Company shall be amended as of the effective date of the filing of Articles of Merger in the manner attached as Exhibit A (Articles of Amendment to Articles of Organization). The Board of Managers of the Surviving Company will be comprised of equal representation from BayCare Health System, Inc. and Suncoast Caring Community, Inc.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

No cash (or cash equivalent) consideration is to be paid or delivered in exchange for converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor. Each party will receive a fifty percent (50%) membership interest in the Surviving Company in exchange for converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into the ~~rights to acquire~~ the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

No cash (or cash equivalent) consideration is to be paid or delivered in exchange for converting the rights to acquire the interests, shares, obligations or other securities of the merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor. Each party will receive a fifty percent (50%) membership interest in the Surviving Company in exchange for converting the rights to acquire the interests, shares, obligations or other securities of the merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor.

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Suncoast Caring Community, Inc.

5771 Roosevelt Boulevard, Suite 610

Clearwater, Florida 33760

BayCare Health System, Inc.

2985 Drew Street

Clearwater, Florida 33759

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

This Plan of Merger was approved by Suncoast Hospice of Hillsborough, LLC

in accordance with the applicable provisions of chapter ~~600~~<sup>605</sup>, and this Plan of

Merger was approved by BayCare Hospice of Hillsborough, Inc. in accordance

with the applicable provisions of chapter 617 and chapter 607.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

*(Attach additional sheet if necessary)*

**EXHIBIT A**  
**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF ORGANIZATION**  
**OF**

Suncoast Hospice of Hillsborough LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on October 17, 2014 and assigned  
Florida document number L14000162534.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

Suncoast BayCare Hospice of Hillsborough, LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

\_\_\_\_\_

Enter Florida street address

\_\_\_\_\_, Florida \_\_\_\_\_

City

Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Authorized Member on our records, enter the title, name, and address of each Manager or Authorized Member being added or removed from our records:

MGR = Manager  
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	BayCare Health System, Inc.	2985 Drew Street	<input checked="" type="checkbox"/> Add
		Clearwater, Florida 33769	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

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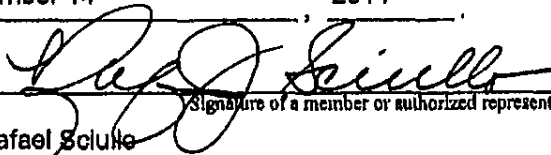
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E. Effective date, if other than the date of filing: \_\_\_\_\_ (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

Dated November 14, 2014

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member  
Rafael Scullo  
\_\_\_\_\_  
Typed or printed name of signer