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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

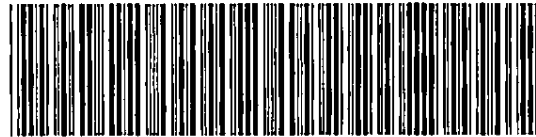
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/21/18--01020--015 **50.00

FILED
2018 DEC 21 PM 2:14
FBI - ALBANY, NEW YORK

EFFECTIVE DATE
Jan 1, 2019

JAN 05 2019
ALBRITTON



**FLORIDA
HOSPITAL**

550 East Rollins Street
Orlando, Florida 32803
(407) 303-8585

December 20, 2018

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

VIA: FEDERAL EXPRESS

**RE: FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, a Florida Limited
Liability Company**

Dear Sir/Madam:

The enclosed Certificate of Merger and fees are submitted for filing.

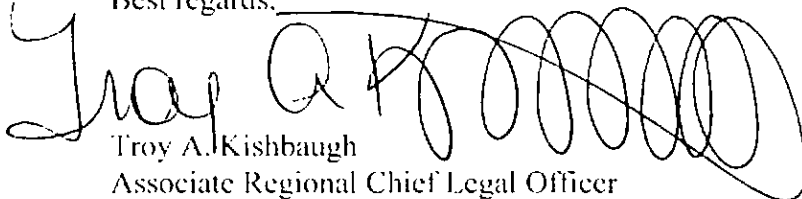
Please return all correspondence concerning this matter to:

T. L. Trimble, Esquire
Adventist Health System
900 Hope Way
Altamonte Springs, FL 32714
TL.Trimble@AHSS.org

For further information concerning this matter, please call:

Troy A. Kishbaugh at (407) 303.8585

Best regards,



Troy A. Kishbaugh
Associate Regional Chief Legal Officer

EFFECTIVE DATE
Jan 1, 2019

ARTICLES OF MERGER

Between

FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, a Florida limited liability company ("Surviving Company")

AND

FLORIDA CARE NETWORK, LLC, a Florida limited liability company ("Disappearing Company")

TO: Secretary of State
Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, Florida 32301

FILED
2018 DEC 21 PM 2:14
CLERK

1. The undersigned Florida limited liability companies have adopted a Plan of Merger made a part hereof.
2. The name of the surviving company is FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, a Florida limited liability company, which existed before the proposed merger.
3. No changes to the Articles of Organization will be made as a result of the proposed merger.
4. The agreement to merge and the plan of merger of the undersigned limited liability companies were approved and adopted by each limited liability company pursuant to Sections 605.1021 – 605.1026.
5. The merger of the undersigned limited liability companies will become effective at 12:01 a.m. on January 1, 2019 ("Effective Date").
6. The sole member and the governing body of the Disappearing Company have adopted and/or approved the Plan of Merger, and the governing body and the sole member of the Surviving Company have approved the Plan of Merger.
7. The sole member of FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, adopted the Plan of Merger at a meeting called and held for that purpose on October 15, 2018.
8. The sole member of FLORIDA CARE NETWORK, LLC, adopted the Plan of Merger at a meeting called and held for that purpose on October 15, 2018.
9. The Plan of Merger reads as follows:

This Plan of Merger is made by and between FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, a Florida limited liability company, and

FLORIDA CARE NETWORK, LLC, a Florida limited liability company (collectively referred to as "Constituent Companies").

RECITALS

A. The governing bodies of the Constituent Companies deem it advisable that FLORIDA CARE NETWORK, LLC ("Disappearing Company") be merged into FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC (the "Surviving Company"), under the laws of the State of Florida in the manner provided pursuant to Section 605.1021 of the Florida Statutes and under the laws of the State of Florida.

B. The sole member of the Surviving Company has approved the merger, and the sole member of the Disappearing Company has approved the merger.

C. The respective governing bodies and sole member of the Constituent Companies have agreed that no changes or amendments in the Articles of Organization of the Surviving Company will be made.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Companies have agreed and do hereby agree to merge upon the terms and conditions herein below set forth:

1. **Agreement to Merge.** The Constituent Companies hereby agree that FLORIDA CARE NETWORK, LLC, the Disappearing Company, shall be merged into FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, the Surviving Company.
2. **Name of Merged Company.** The name of the Surviving Company shall be FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC.
3. **Principal Office of Surviving Company.** The principal office of the Surviving Company shall be located at the following address: 485 North Keller Road, Maitland, FL 32751.
4. **Purposes of Surviving Company.** The purposes of the Surviving Company are to engage in any lawful acts or activities for which such limited liability company may be formed under the laws of the State of Florida.
5. **Governing Body of Surviving Company.** The governing body of the Surviving Company shall be the individuals who are the current members of the governing body of FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC and FLORIDA CARE NETWORK, LLC.

6. **Registered Agent of Surviving Company.** The individual hereinafter named shall be the registered agent for the Surviving Company at the address herein below set forth upon whom process, notices and demands against FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC may be served:

Tamara Trimble

900 Hope Way

Altamonte Springs, Seminole County, Florida 32714

7. **Assets of Disappearing Company.** 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 FLORIDA CARE NETWORK, LLC, shall be deemed to be transferred, conveyed to and vested in the Surviving Company without further act or deed and the title to or any interest in any real estate vested in such company shall not revert or be in any way impaired by reason of such merger.

8. **Liabilities of Disappearing Company.** The Surviving Company shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Company and any claim existing or action or proceeding pending by or against FLORIDA CARE NETWORK, LLC, may be prosecuted as if such merger had not taken place or the Surviving Company may be substituted in its place.

9. **Articles of Organization of Surviving Company.** The Articles of Organization of the Surviving Company shall not be amended and shall continue to be the Articles of Organization of the Surviving Company in its present form and content.

10. **Operating Agreement of Surviving Company.** The Operating Agreement of the Surviving Company shall continue in its present form and content to be the Operating Company of the Surviving Company.

11. **Effective Date of Merger.** The Merger between FLORIDA CARE NETWORK, LLC and FLORIDA HOSPITAL PHYSICIAN NETWORK, LLC, shall become effective as of 12:01 a.m. on January 1, 2019.

12. **Officers of Surviving Company.** On the effective date of the merger, the officers of the Surviving Company 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.

13. **Employees of Disappearing Company.** The Disappearing Company employed no employees.

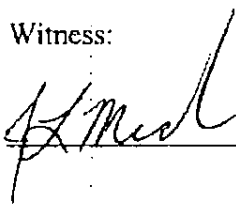
14. **Management and Decisions by Governing Body of Surviving Company.** Following the effective date of the merger, all decisions shall be made by the governing body of the Surviving Company.

15. **Membership Interests of Disappearing Company.** The ownership interests of the Disappearing Company are to be canceled rather than converted or exchanged.

IN WITNESS WHEREOF, the Constituent Companies have caused their respective company names to be signed by their respective officers, duly authorized by the respective governing body and member, to be effective on the Effective Date.

Witness:

FLORIDA HOSPITAL PHYSICIAN
NETWORK, LLC



By: 

Name: Peter M. Schoeh, MD

Title: President FHPN

Witness

FLORIDA CARE NETWORK, LLC

By: _____

Name: _____

Title: _____

ACKNOWLEDGED, AGREED AND APPROVED:

FLORIDA HOSPITAL HEALTHCARE SYSTEM, INC.

By: _____

Jayne Bassler, President

Witness: _____

14. **Management and Decisions by Governing Body of Surviving Company.** Following the effective date of the merger, all decisions shall be made by the governing body of the Surviving Company.

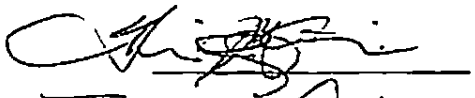
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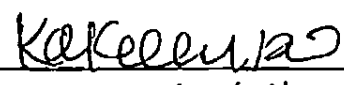
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Witness: FLORIDA HOSPITAL PHYSICIAN
NETWORK, LLC

By: _____
Name: _____
Title: _____

Witness FLORIDA CARE NETWORK, LLC



THERESE ENGLIAR
By: 
Name: Kimberly A. Keller, DO.
Title: Chair person

ACKNOWLEDGED, AGREED AND APPROVED:
FLORIDA HOSPITAL HEALTHCARE SYSTEM, INC.

By: _____
Jayne Bassler, President

Witness: _____

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Witness: FLORIDA HOSPITAL PHYSICIAN
NETWORK, LLC

By: _____
Name: _____
Title: _____

Witness FLORIDA CARE NETWORK, LLC

By: _____
Name: _____
Title: _____

ACKNOWLEDGED, AGREED AND APPROVED:

FLORIDA HOSPITAL HEALTHCARE SYSTEM, INC.

By: Jayne Bassler
Jayne Bassler, President

Witness: Deborah Campbell