

L17000148035

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MERGER OR SHARE EXCHANGE
Baptist Brent Lane Properties, LLC

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**ARTICLES OF MERGER
OF
BAPTIST BRENT LANE PROPERTIES, LLC
AND
SOUTHERN DEVELOPMENT OF LA VII, LLC**

L17-148035
L19-36856

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to §605.1025, Florida Statutes.

ARTICLE I – SURVIVING LIMITED LIABILITY COMPANY

The name of the surviving limited liability company is BAPTIST BRENT LANE PROPERTIES, LLC (Document # L17000148035), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING LIMITED LIABILITY COMPANY

The name of the merging limited liability company is SOUTHERN DEVELOPMENT OF LA VII, LLC (Document # L19000036856) 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 become effective on the date of filing of these Articles of Merger with the Florida Secretary of State.

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 §§ 605.1021-605.1026, Florida Statutes; and by Baptist Hospital, Inc., which is the sole member of each limited liability company and the sole interest holder (as

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STATE SECRETARY OF STATE

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defined in § 605.0101(31) Florida Statutes) of each limited liability company.

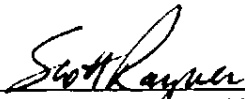
ARTICLE VI- APPRAISAL RIGHTS

To the extent applicable, each entity agrees to pay any members with appraisal rights the amount, to which members are entitled under §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

Executed this 13th day of November, 2019.

BAPTIST HOSPITAL, INC., a Florida not for profit corporation, as the Sole Member of BAPTIST BRENT LANE PROPERTIES, LLC, a Florida limited liability company, and as the sole member of SOUTHERN DEVELOPMENT OF LA VII, LLC, a Florida limited liability company

By: _____



Scott Raynes, President

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defined in § 605.0101(31) Florida Statutes) of each limited liability company.

ARTICLE VI- APPRAISAL RIGHTS

To the extent applicable, each entity agrees to pay any members with appraisal rights the amount, to which members are entitled under §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

Executed this 13th day of November, 2019.

BAPTIST HOSPITAL, INC., a Florida not for profit corporation, as the Sole Member of BAPTIST BRENT LANE PROPERTIES, LLC, a Florida limited liability company, and as the sole member of SOUTHERN DEVELOPMENT OF LA VII, LLC, a Florida limited liability company

By: Scott Raynes
Scott Raynes, President

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PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is by and between SOUTHERN DEVELOPMENT OF LA VII, LLC, a Florida limited liability company ("Southern"), formed on February 13, 2019, and BAPTIST BRENT LANE PROPERTIES, LLC, a Florida limited liability company ("Baptist") formed on July 10, 2017.

WITNESSETH:

WHEREAS, Southern is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with one (1) member holding 100% of the membership interests (the "Southern Member");

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

WHEREAS, Baptist Brent is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with one (1) member holding 100% of the membership interests (the "Baptist Member");

WHEREAS, Baptist Brent has no options or warrants issued and outstanding;

WHEREAS, the Baptist Member has determined that it is advisable and in the best interests of Baptist Brent for Southern to merge with and into Baptist Brent upon the terms and conditions set forth herein;

WHEREAS, the Southern Member has determined that it is advisable and in the best interests of Southern for Southern to merge with and into Baptist Brent upon the terms and conditions set forth herein;

WHEREAS, the Southern Member and the Baptist Member 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 BRENT LANE PROPERTIES, LLC (Document # L17000148035), 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 SOUTHERN DEVELOPMENT OF LA VII, LLC (Document # L19000036856) which was formed under the laws of and is subject to the jurisdiction of Florida.

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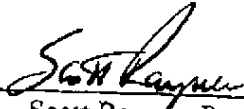
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4. The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time").

5. At the Effective Time, SOUTHERN DEVELOPMENT OF LA VII, LLC (Document # L19000036856) shall be merged with and into BAPTIST BRENT LANE PROPERTIES, LLC (Document # L17000148035) with Baptist Brent being the surviving limited liability company. The separate corporate existence of Southern shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of Southern shall inure to Baptist. The Membership Interests of Southern shall be extinguished at the Effective Time.

Executed this 11 day of November, 2019.

BAPTIST HOSPITAL, INC., a Florida not for profit corporation, as the Sole Member of BAPTIST BRENT LANE PROPERTIES, LLC, a Florida limited liability company, and as the sole member of SOUTHERN DEVELOPMENT OF LA VII, LLC, a Florida limited liability company

By: 
Scott Raynes, President

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