

M35675

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
LEON MEDICAL CENTERS, INC.**

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**ARTICLES OF MERGER
OF
EAST 26TH STREET INVESTMENTS LLC,
438 E 26 ST LLC,
EAST HIALEAH RENTALS LLC,
HIALEAH APARTMENTS XII LLC,
HIALEAH 6 UNIT RENTAL LLC, AND
HIALEAH 432 RENTAL LLC
WITH AND INTO
LEON MEDICAL CENTERS, INC.**

These Articles of Merger (these "Articles of Merger") provide for the merger of each of:

438 E 26 St LLC, a Florida limited liability company, document number L13000105596 ("438");
East Hialeah Rentals LLC, a Florida limited liability company, document number L14000067495 ("Rentals");
Hialeah Apartments XII LLC, a Florida limited liability company, document number L14000010884 ("Apartments");
Hialeah 6 Unit Rental LLC, a Florida limited liability company, document number L13000092794 ("Hialeah 6"); and
Hialeah 432 Rental LLC, a Florida limited liability company, document number L14000061763 ("432"; and 432 together with 438, Rentals, Apartments and Hialeah 6, the "Non-surviving Entities"; and each of them, a "Non-surviving Entity")

with and into:

Leon Medical Centers, Inc., a Florida corporation, document number M35675 (the "Surviving Entity").

The Non-surviving Entities and the Surviving Entity hereby state and certify as follows, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act (the "Florida Business Act") and Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida LLC Act"):

ARTICLE I: PLAN OF MERGER

Attached as Exhibit A hereto is the Agreement and Plan of Merger (the "Plan of Merger") between the Non-surviving Entities and the Surviving Entity, pursuant to which the Non-surviving Entities shall merge with and into the Surviving Entity, with the Surviving Entity emerging as the surviving business entity (the "Merger").

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ARTICLE II: EFFECTIVE DATE

The Merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

ARTICLE III: ADOPTION OF PLAN OF MERGER

The Merger and the Plan of Merger were each duly and unanimously authorized, approved and adopted by the Board of Directors of the Surviving Entity and by the voting shareholders of the Surviving Entity, by written consent thereto, dated as of November 25, 2014, in accordance with Section 607.1103 of the Florida Business Act.

The Merger and the Plan of Merger were each duly and unanimously authorized, approved and adopted by the Surviving Entity, as the sole member and sole manager of each of the Non-surviving Entities, by written consent thereto, dated as of November 25, 2014, in accordance with the provisions of Sections 605.1021-605.1026 of the Florida LLC Act.

ARTICLE IV: NO AMENDMENTS TO ARTICLES OF INCORPORATION

As of the Effective Date, the Articles of Incorporation, as amended, of the Surviving Entity will not differ from its Articles of Incorporation, as amended, immediately prior to the Merger.

ARTICLE V: NO APPRAISAL RIGHTS

The Surviving Entity, which is the sole member of each Non-surviving Entity, and has duly and unanimously authorized, approved and adopted the Merger and the Plan of Merger is not entitled to appraisal rights under Section 605.1006 of the Florida LLC Act.

ARTICLE VI: COUNTERPARTS

These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of November 25, 2014.

NON-SURVIVING ENTITIES:

438 E 26 ST LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

EAST HIALEAH RENTALS LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

HIALEAH APARTMENTS XII LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

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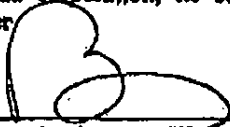
HIALEAH 6 UNIT RENTAL LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

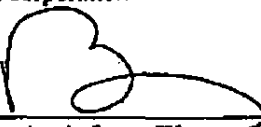
HIALEAH 432 RENTAL LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

SURVIVING ENTITY:

LEON MEDICAL CENTERS, INC.,
a Florida corporation

By: 
Name: Benjamin Leon, III
Title: President

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EXHIBIT "A"

PLAN OF MERGER

(Attached hereto and made a part hereof.)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of each of 438 E 26 St LLC, a Florida limited liability company ("438"), East Hialeah Rentals LLC, a Florida limited liability company ("Rentals"), Hialeah Apartments XII LLC, a Florida limited liability company ("Apartments"), Hialeah 6 Unit Rental LLC, a Florida limited liability company ("Hialeah 6"), and Hialeah 432 Rental LLC, a Florida limited liability company ("432"; and 432 together with 438, Rentals, Apartments and Hialeah 6, the "Non-surviving Entities"; and each of them, a "Non-surviving Entity") with and into Leon Medical Centers, Inc., a Florida corporation (the "Surviving Entity").

WHEREAS, each Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which each Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of each Non-surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
438 E 26 St LLC	Florida
East Hialeah Rentals LLC	Florida
Hialeah Apartments XII LLC	Florida
Hialeah 6 Unit Rental LLC	Florida
Hialeah 432 Rental LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Leon Medical Centers, Inc.	Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 607.1108 of the Florida Business Corporation Act, as amended (the "Florida Corporations Act"), and Sections 605.1021-1026 of the Florida Revised Limited Liability Company Act (the "Florida LLC Act"), at the "Effective Date," as hereinafter defined, each Non-surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Upon consummation of the Merger, the separate existence of each Non-surviving Entity shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the date on which the Articles of Merger substantially in the form attached hereto as Exhibit A, by and between the Non-surviving Entities and the Surviving Entity, are filed with the Department of State of the State of Florida (the "Effective Date").

5. Cancellation of Membership Interests and Assumption of Obligations. As of the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Entity or the Non-surviving Entities, all outstanding membership interests of the Non-surviving Entities shall be cancelled and all outstanding shares of the Surviving Entity shall remain. Each shareholder of the Surviving Entity shall hold the same number of outstanding shares immediately prior to the Effective Date and immediately after the Merger. All outstanding debt instruments and other obligations of each Non-surviving Entity, if any, shall convert to debt instruments and obligations, respectively, of the Surviving Entity. All assets and property of each Non-surviving Entity, if any, shall become assets and property, respectively, of the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 607.1106 of the Florida Corporations Act and Section 605.1026 of the Florida LLC Act.

7. Articles of Incorporation the Surviving Entity and Bylaws. As of the Effective Date, the Articles of Incorporation, as amended, of the Surviving Entity will not differ from its Articles of Incorporation, as amended, immediately prior to the Merger. The Amended and Restated Bylaws, as amended, of the Surviving Entity as in effect on the Effective Date shall be the bylaws, respectively, of the surviving business entity.

8. Compliance Agreement. Each Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Termination. This Agreement may be terminated at any time prior to the Effective Date, whether prior to or after approval by either party's respective board of directors or member or manager, as applicable, effective upon and pursuant to the written consent of the board of directors of the Surviving Entity and the written consent of the sole member and manager of the Non-surviving Entities.

10. Effect of Termination. If this Agreement is terminated as provided in Section 9 above, this Agreement shall forthwith become void and have no effect, without liability of any kind being attributed to the Surviving Entity or the Non-surviving Entities, or any of their respective managers, officers, directors, shareholders or members, as applicable.

11. Amendment. This Agreement may not be amended except by an instrument signed by each party hereto.

12. Governing Law. This Agreement is governed by the laws of the State of Florida.

13. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 25th
day of November, 2014.

NON-SURVIVING ENTITIES:

438 E 26 ST LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

EAST HIALEAH RENTALS LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

HIALEAH APARTMENTS XII LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 
Name: Benjamin Leon, III
Title: President

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HIALEAH 6 UNIT RENTAL LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 

Name: Benjamin Leon, III
Title: President

HIALEAH 432 RENTAL LLC,
a Florida limited liability company

By: LEON MEDICAL CENTERS, INC.,
a Florida corporation, its sole member and
manager

By: 

Name: Benjamin Leon, III
Title: President

SURVIVING ENTITY:

LEON MEDICAL CENTERS, INC.,
a Florida corporation

By: 

Name: Benjamin Leon, III
Title: President