

**N11407**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**Bayfront Health, Education and Research Organization**

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**STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
BAYFRONT HEALTH FOUNDATION, INC.  
(a Florida not-for-profit corporation)  
INTO  
BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.  
(a Florida not-for-profit corporation)**

The following Articles of Merger are being submitted in accordance with Sections 607.1108, 607.1109, 608.438 and 617.0302(16) of the Florida Statutes:

FIRST: The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Merged Entity" are as follows:

Name: Bayfront Health Foundation, Inc.  
Street Address: 744 Sixth Avenue South, St. Petersburg, Florida 33701  
Jurisdiction: Florida  
Entity Type: not-for-profit corporation  
Florida Doc.: N96000004005  
PEI Number: 311492316

SECOND: The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Surviving Entity" is as follows:

Name: Bayfront Health, Education and Research Organization, Inc.  
Street Address: 744 Sixth Avenue South, St. Petersburg, Florida 33701  
Jurisdiction: Florida  
Entity Type: not-for-profit corporation  
Florida Doc.: N11407  
PEI Number: 592592846

THIRD: The Agreement and Plan of Merger is attached, and meets the requirements of Sections 607.1101 and 607.1108 of the Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was adopted by the sole member and Board of Trustees of the Merged Entity, by written consent dated December 1, 2014.

FIFTH: The Agreement and Plan of Merger was also adopted by resolution at a meeting of the Board of Trustees of the Surviving Entity held on November 19, 2014, and the Surviving Entity does not have any members.

SIXTH: The merger shall be effective the date filed with the Florida Department of State (the "Effective Date").

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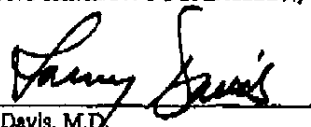
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IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by their duly authorized representatives this 1<sup>st</sup> day of December, 2014.

**MERGED ENTITY:**

**BAYFRONT HEALTH FOUNDATION,  
INC.**

By: \_\_\_\_\_

  
Larry Davis, M.D.  
Chairman

**SURVIVING ENTITY:**

**BAYFRONT HEALTH, EDUCATION AND  
RESEARCH ORGANIZATION, INC.**

By: \_\_\_\_\_

Steven C. Dupré  
Chairman

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IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by their duly authorized representatives this 1<sup>st</sup> day of December, 2014.

**MERGED ENTITY:**

**BAYFRONT HEALTH FOUNDATION,  
INC.**

By: \_\_\_\_\_  
Larry Davis, M.D.  
Chairman

**SURVIVING ENTITY:**

**BAYFRONT HEALTH, EDUCATION AND  
RESEARCH ORGANIZATION, INC.**

By: \_\_\_\_\_  
Steven C. Dupré  
Chairman

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Exhibit A  
**Agreement and Plan of Merger**

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement"), is made and entered into as of the 1<sup>st</sup> day of December, 2014, by and between Bayfront Health Foundation, Inc., a Florida not-for-profit corporation ("Merged Entity"), and Bayfront Health, Education and Research Organization, Inc., a Florida not-for-profit corporation (the "Surviving Entity").

**WITNESSETH:**

**WHEREAS**, the Merged Entity desires to merge with and into the Surviving Entity;

**WHEREAS**, the Board of Trustees of the Merged Entity and the sole member of the Merged Entity deem it advisable and in the best interests of the Merged Entity that it be merged with and into the Surviving Entity, on the terms and conditions set forth herein and in accordance with Sections 607.1101, 607.1108, 608.438, and 617.0302(16) of the Florida Statutes.

**WHEREAS**, the Board of Trustees of the Surviving Entity deems it advisable and in the best interests of the Surviving Entity that the Surviving Entity merge with the Merged Entity and that the surviving entity shall be the Surviving Entity.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

**ARTICLE I  
MERGER**

Subject to the terms and conditions set forth in this Agreement and Plan of Merger, on the Effective Date (as defined in Article II hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with applicable provisions of Florida law (the "Merger"). The separate existence of the Merged Entity shall cease at the Effective Date and the existence of the Surviving Entity shall be unaffected and unimpaired by the Merger. The Surviving Entity shall continue to exist and to be governed by the laws of the State of Florida under the corporation name "Bayfront Health, Education and Research Organization, Inc."

**ARTICLE II  
EFFECTIVE DATE**

The Merger contemplated by this Agreement and Plan of Merger shall be effective the date filed with the Florida Department of State (the "Effective Date").

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### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

The Merged Entity is a wholly owned subsidiary of the Surviving Entity. At and after the Effective Date, all of the issued and outstanding membership interest of the Merged Entity, by virtue of the Merger and without any action on the part of the Member, shall cease to exist by virtue of the Merger.

### ARTICLE IV

#### EFFECTS OF THE MERGER

On the Effective Date, all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Entity shall be taken and be deemed to be transferred to and vested in the Surviving Entity and shall be thereafter as effectively the property of the Surviving Entity as they were the property of the Merged Entity. The title to any property, real, personal, tangible or intangible or mixed, wherever situated, and the ownership of any right or privilege vested in a Merged Entity shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Entity. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Entity shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it. The Surviving Entity expressly acknowledges that upon the Merger becoming effective the specific obligations of Merged Entity regarding donor restrictions on donated funds shall henceforth become the express obligations of the Surviving Entity. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Entity shall continue unaffected and unimpaired by the Merger, except as modified by this Agreement.

### ARTICLE V

#### APPROVAL

The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Trustees and sole member of the Merged Entity by written consent dated December 1, 2014, and by the Board of Trustees of the Surviving Entity by adoption of a resolution at a meeting held on November 19, 2014.

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**ARTICLE VI  
ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, upon the Merger becoming effective, be and remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

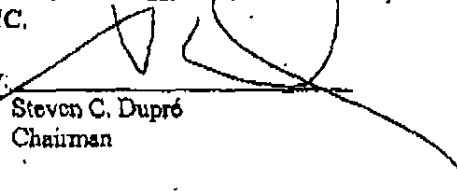
IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

**SURVIVING ENTITY:**

**MERGED ENTITY:**

**BAYFRONT HEALTH, EDUCATION  
AND RESEARCH ORGANIZATION,  
INC.**

**BAYFRONT HEALTH FOUNDATION, INC.**

By:   
Steven C. Dupré  
Chairman

By: \_\_\_\_\_  
Larry Davis, M.D.  
Chairman



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IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

**SURVIVING ENTITY:**

**BAYFRONT HEALTH, EDUCATION  
AND RESEARCH ORGANIZATION,  
INC.**

By: \_\_\_\_\_  
Steven C. Dupré  
Chairman

**MERGED ENTITY:**

**BAYFRONT HEALTH FOUNDATION, INC.**

By:   
Larry Davis, M.D.  
Chairman

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