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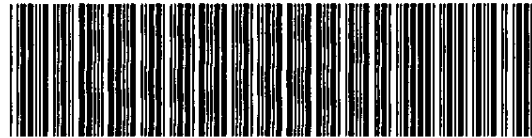
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 28 PM 3:16

Merger
C.COULLIETTE

JAN 03 2012

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mayo Holding Company

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Stephen P. Nelson

(Contact Person)

Mayo Clinic

(Firm/Company)

4500 San Pablo Road

(Address)

Jacksonville, Florida 32224

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephen P. Nelson

(Name of Contact Person)

At (904) 953-2827

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

EFFECTIVE DATE
12-31-11

**ARTICLES OF MERGER
OF
PHYSICIAN AND HOSPITAL PRACTICES, INC.
AND
MAYO HOLDING COMPANY**

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

1. Physician and Hospital Practices, Inc., a Florida not-for-profit corporation, shall be merged with and into Mayo Holding Company, a Minnesota non-profit corporation. Mayo Holding Company shall be the surviving corporation.

2. The Plan of Merger dated December 31, 2011, a copy of which is attached hereto and made a part hereof, pursuant to which Physician and Hospital Practices, Inc. shall be merged into Mayo Holding Company was adopted and approved by the sole member of Physician and Hospital Practices, Inc., Mayo Holding Company, by resolution on December 7, 2011. Approval of the Plan of Merger is not required by the sole member of Mayo Holding Company.

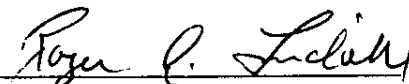
3. The merger shall be effective at 11:59 p.m. on December 31, 2011.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Physician and Hospital Practices, Inc. and Mayo Holding Company by their authorized officers as of the 19th day of December, 2011.

**PHYSICIAN AND HOSPITAL PRACTICES,
INC.**

By: 
Name: William C. Rupp, M.D.
Its: Chair/CEO

MAYO HOLDING COMPANY

By: 
Name: Roger A. Lindahl
Its: Treasurer

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**PLAN OF MERGER
OF
PHYSICIAN AND HOSPITAL PRACTICES, INC.
INTO
MAYO HOLDING COMPANY**

Physician and Hospital Practices, Inc. is a Florida not-for-profit corporation. Physician and Hospital Practices, Inc. is organized upon a non-stock basis and has as its sole Member, Mayo Holding Company, a Minnesota nonprofit corporation.

Mayo Holding Company is a Minnesota nonprofit corporation. Mayo Holding Company is organized upon a non-stock basis and has as its sole member, Mayo Clinic, a Minnesota nonprofit corporation.

Economies of operation and savings in administrative expenses can be achieved by merging Physician and Hospital Practices, Inc. and Mayo Holding Company into a single corporation.

**ARTICLE I.
THE MERGER**

Section 1. Constituent Corporations; Surviving Corporation. In accordance with this Plan and the applicable laws of the State of Minnesota and the State of Florida, at the Merger Effective Time (as defined in Section 3), Physician and Hospital Practices, Inc. shall be merged with and into Mayo Holding Company, with the Physician and Hospital Practices, Inc. and Mayo Holding Company collectively referred to as the "Constituent Corporations," and Mayo Holding Company shall be the Surviving Corporation and shall continue its corporate existence and organization under the laws of the State of Minnesota, and the separate existence of the Physician and Hospital Practices, Inc. shall thereupon cease.

Section 2. Name of Surviving Corporation. The name of the Surviving Corporation shall be "Mayo Holding Company."

Section 3. Merger Effective Time. As used in this Plan, the term Merger Effective Time shall be 11:59 p.m. on December 31, 2011, as set forth in the Articles of Merger filed with the Minnesota Secretary of State and Florida Secretary of State in the manner described in the Minnesota Nonprofit Corporations Act and Florida Not for Profit Corporations Act, respectively.

Section 4. Articles of Incorporation. At the Merger Effective Time, the Articles of Incorporation of Mayo Holding Company then in effect shall constitute and be the Articles of Incorporation of the Surviving Corporation until amended or changed as provided therein or by law.

Section 5. Bylaws. At the Merger Effective Time, the Bylaws of Mayo Holding Company then in effect shall constitute and by the Bylaws of the Surviving Corporation until amended or changed as provided therein or by law.

Section 6. Certain Effects of the Merger. At the Merger Effective Time, the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, franchises and

immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of both of the Constituent Corporations; all and singular, rights, privileges, powers, franchises and immunities of both the Constituent Corporations and all properties, real, personal and mixed, and all other things in action of or belonging to either of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; all properties, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were or would be of the Constituent Corporations or either of them; and title to any real estate or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Merger Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations, shall thenceforth become those of the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

Section 7. Further Assurances. If at any time after the Merger Effective Time the Surviving Corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in it of the title of either of the Constituent Corporations to any of the property rights of the Constituent Corporations, the appropriate officer or directors of Mayo Holding Company or of the Physician and Hospital Practices, Inc., as the case may be, are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all other acts or things, either in the name of Mayo Holding Company, in the name of the Physician and Hospital Practices, Inc., or in the name of the Surviving Corporation, as may be requisite or desirable to carry out this Plan.

ARTICLE II. MANNER AND BASIS OF CONVERTING MEMBERSHIP

Section 1. Conversion of Membership. At the Merger Effective Time, by virtue of the Merger and without any further action on the part of the members of either the Physician and Hospital Practices, Inc. or Mayo Holding Company, all membership interests in the Physician and Hospital Practices, Inc. shall cease to exist and the sole member of the Surviving Corporation shall be Mayo Clinic.

Section 2. Termination of Membership of Physician and Hospital Practices, Inc.. As of the Merger Effective Time, membership in the Physician and Hospital Practices, Inc. shall cease to exist, and any certificate, if any, previously issued representing any such membership shall no longer represent an interest in the Physician and Hospital Practices, Inc. and shall become null and void.

IN WITNESS WHEREOF, each of Constituent Corporations has caused this Plan of Merger to be executed on its behalf by its duly Authorized Officers as of the date hereof.

**PHYSICIAN AND HOSPITAL
PRACTICES, INC.**

By: 

Name: William C. Rupp, M.D.

Its: Chair/CEO

MAYO HOLDING COMPANY

By: 

Name: Roger A. Lindahl

Its: Treasurer