

Division of Corporations

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**N47064**

**Florida Department of State**  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS**MERGER OR SHARE EXCHANGE****Escambia Community Clinics, Inc.**

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**C. COULLIETTE**

SEP 03 2009

**EXAMINER**

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ARTICLES OF MERGER  
OF  
ESCAMBIA COMMUNITY CLINICS, INC.  
AND  
SANTA ROSA COMMUNITY CLINIC, INC.

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The following articles of merger are submitted in accordance with Chapter 617, Florida Statutes.

(1) Santa Rosa Community Clinic, Inc. a Florida not for profit corporation, whose principal office is located at 5520 Stewart Street, Milton, Florida 32570, is the sole merging corporation.

(2) Escambia Community Clinics, Inc., a Florida not for profit corporation, whose principal office is located at 2200 N. Palafox Street, Pensacola, Florida 32501, is the surviving corporation.

(3) The plan of merger attached hereto and incorporated herein satisfies the requirements of section 617.1101, Florida Statutes.

(4) The plan of merger was adopted by the members of Escambia Community Clinics, Inc., the surviving corporation at a meeting held on *March 26, 2009*.

(5) The plan of merger was adopted by the members of Santa Rosa Community Clinic, Inc. at a meeting held on *April 9, 2009*. The number of votes cast for the merger was sufficient for approval.

(6) The merger shall become effective on *March 1, 2009*.

IN WITNESS WHEREOF, we have made and executed these Articles of Merger this 27th day of August, 2009.

ESCAMBIA COMMUNITY CLINICS, INC.

By   
John Porter, Its President

SANTA ROSA COMMUNITY CLINIC, INC.

By   
E. W. Sutton, M.D., Its President

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 2009  
by John Porter, as president of Escambia Community Clinics, Inc., a Florida not for profit  
corporation, on behalf of said corporation. John Porter is personally known to me.



*Sheila D. Brown*  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 2009,  
by E. W. Sutton, M.D., as president of Santa Rosa Community Clinic, Inc., a Florida not for  
profit corporation, on behalf of said corporation. E.W. Sutton, M.D. is personally known to me.



*Sheila D. Brown*  
NOTARY PUBLIC

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**PLAN OF MERGER  
OF  
ESCAMBIA COMMUNITY CLINICS, INC.  
AND SANTA ROSA COMMUNITY CLINIC, INC.**

**ARTICLE I  
CONSTITUENT CORPORATIONS**

The name and jurisdiction of the constituent corporations are: Escambia Community Clinics, Inc., a Florida not for profit corporation ("ECC") and Santa Rosa Community Clinic, Inc., a Florida not for profit corporation ("SRCC").

**ARTICLE II  
MERGER**

Pursuant to section 617.1101, Florida Statutes, and this plan of merger, SRCC shall be merged into ECC, and ECC shall be the surviving corporation of the merger.

**ARTICLE III  
ARTICLE OF INCORPORATION**

The Amended and Restated Articles of Incorporation of ECC in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE IV  
BYLAWS**

Section 5.4 of the ECC Bylaws shall be amended to provide at least two board members shall be individuals who are residents of Santa Rosa County or are individuals who are served by Escambia Community Clinics, Inc. in Santa Rosa County (or prior to the merger, by Santa Rosa Community Clinic, Inc.)

**ARTICLE V  
DIRECTORS AND OFFICERS**

The directors of ECC immediately following the merger shall consist of the directors of ECC and two directors shall be individuals who are residents of Santa Rosa County or are individuals who were served by SRCC immediately preceding the merger. The two new directors of ECC following the merger shall begin a new term as ECC directors on the effective date of the merger in accordance with the ECC bylaws. The officers of ECC immediately preceding the merger shall continue to be the officers of ECC immediately following the merger.

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ARTICLE VI  
MEMBERS

The members of ECC shall continue to be the members of ECC immediately following the merger, and, without any further action, shall possess all rights and obligations granted to members of ECC pursuant to its Amended and Restated Articles of Incorporation and Bylaws, as amended from time to time, and the Florida Not For Profit Corporation Act. The members of SRCC immediately prior to the merger may apply to become members of ECC in accordance with ECC Bylaws.

ARTICLE VII  
ASSETS AND LIABILITIES

On the effective date of the merger, the separate existence of SRCC shall cease and ECC, without further action, shall possess all of SRCC's rights and privileges immediately preceding the merger. All assets of any nature of SRCC, without further action, shall be vested in ECC liabilities and obligations of SRCC. Any claim existing or action or proceeding pending against SRCC may be continued as if the merger did not occur or ECC may be substituted for SRCC in any such proceeding. Neither the rights of creditors nor any liens on the property of SRCC shall be impaired by the merger.

ARTICLE VIII  
EFFECTIVE DATE

The merger shall be effective on March 1, 2009.

IN WITNESS WHEREOF, we have made and executed this Plan of Merger, this 27th day of August, 2009.

ESCAMBIA COMMUNITY CLINICS, INC.

By: 

John Porter, its President

SANTA ROSA COMMUNITY CLINICS, INC.

By: 

E. W. Sutton, M.D., its President

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of August, 2009, by John Porter, as President of Escambia Community Clinics, Inc., a Florida not for profit corporation, on Behalf of said corporation. John Porter is personally known to me.



Sheila D. Brown  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of August, 2009, by E.W. Sutton, M.D., as President of Santa Rosa Community Clinic, Inc., a Florida not for profit corporation, on Behalf of said corporation. E.W. Sutton, M.D. is personally known to me.



Sheila D. Brown  
NOTARY PUBLIC

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