

N51427

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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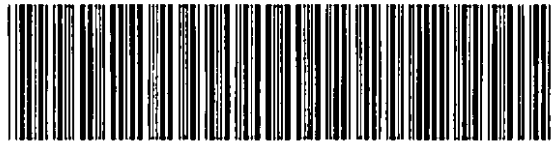
(Business Entity Name)

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December 23, 2019

Federal Express (850-245-6050)

Secretary of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Articles of Merger
West Volusia Florida Properties, LLC (#L16000084809)
Southwest Volusia Healthcare Corporation (N51427)

Dear Sir/Madam:

Please find enclosed Articles of Merger between West Volusia Florida Properties, LLC (the "Disappearing Entity") and Southwest Volusia Healthcare Corporation (the "Surviving Entity") together with our check in the amount of \$90.00, which we understand is the fee for filing the enclosed Articles of Merger and obtaining a certified copy of the recorded document.

Should you have any questions regarding this request, please contact the undersigned at 407-357-2304.

Sincerely,

A handwritten signature in black ink, appearing to read "Tamara L. Trimble".

Tamara L. Trimble
Vice President, Legal Services

TT:tl

Enclosures

19 Dec 25 PM 1:14
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32303

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southwest Volusia Healthcare Corporation

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Tamara L Trimble

Contact Person

AdventHealth

Firm/Company

900 Hope Way

Address

Altamonte Springs, FL 32714

City, State and Zip Code

TL.Trimble@AdventHealth.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TL Trimble at (407) 805-0053

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

19 DEC 25 PM 1:50

ARTICLES OF MERGER
OF
LIMITED LIABILITY COMPANY AND NONPROFIT CORPORATIONS

Pursuant to the provisions of Section 605.1021 of the Florida Revised Limited Liability Company Act and Section 617.1108 of the Florida Not for Profit Corporation Act, the undersigned entities adopt the following Articles of Merger for the purpose of merging West Volusia Florida Properties, LLC ("Disappearing Entity") into Southwest Volusia Healthcare Corporation ("Surviving Entity").

1. The names of the merging entities, their state of domestication and the structural form is as follows:

| <u>Name of Entity</u> | <u>State</u> | <u>Type</u> |
|--|--------------|---------------------------|
| West Volusia Florida Properties, LLC (#L16000084809) | Florida | Limited Liability Company |
| Southwest Volusia Healthcare Corporation(#N51427) | Florida | Nonprofit Corporation |

2. The laws of the State of Florida permit the Merger.

3. The name of the surviving entity is Southwest Volusia Healthcare Corporation and it is governed by the laws of the State of Florida. The merger shall be effective as of Midnight on December 31, 2019.

4. The Plan of Merger, a copy of which is attached hereto, was approved in the manner prescribed by the Florida Revised Limited Liability Company Act and in the manner prescribed by the Florida Not for Profit Corporation Act.

5. As to the Disappearing Entity, West Volusia Florida Properties, LLC, the Plan of Merger was adopted by Southwest Volusia Healthcare Corporation, the sole corporate member of West Volusia Florida Properties, LLC, at a meeting held on December 12, 2019, at which a quorum was present, and the Plan of Merger was approved by a vote of not less than a majority of those present and entitled to vote.

6. As to the Surviving Entity, Southwest Volusia Healthcare Corporation, the Plan of Merger was adopted by Adventist Health System/Sunbelt, Inc., the sole corporate member of Southwest Volusia Healthcare Corporation, on December 12, 2019, at which a

quorum was present, and the Plan of Merger was approved by a vote of not less than a majority of those present and entitled to vote. The Plan of Merger was also approved by the Board of Directors of the Surviving Entity at a meeting held on December 12, 2019, at which a quorum was present, and the Plan of Merger was approved by a vote of not less than a majority of those present and entitled to vote.

7. Southwest Volusia Healthcare Corporation, the surviving corporation hereby: (a) agrees that it may be served by process in the State of Florida in any proceeding for the enforcement of any obligation of West Volusia Florida Properties, LLC; and (b) irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding to enforce obligations of West Volusia Florida Properties, LLC, including any appraisal rights of its member under §§ 605.1006 and 605.1061-1072.

8. The Surviving Entity's principal office address is as follows:

Southwest Volusia Healthcare Corporation
1055 Saxon Blvd.
Orange City, Volusia County, Florida 32763

9. The membership interests held in the Disappearing Entity will not be converted into interests in the Surviving Entity. The Surviving Entity agrees to pay to any member with appraisal rights the amount, to which such member is entitled under §§ 605.1006 and 605.1061-1072, F.S.

10. The Articles of Incorporation (including all amendments and restatements) of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content. There shall be no change in the membership interests of the Surviving Corporation.

11. The Bylaws of the Surviving Corporation shall continue in its present form and content to be the Bylaws of the Surviving Corporation.

West Volusia Florida Properties, LLC.

By: 

Its: CEO and Manager

Print Name: Rob Deininger

Southwest Volusia Healthcare Corporation

By: 

Its: CFO and Assistant Secretary

Print Name: Eric Ostarky

PLAN OF MERGER

This Plan of Merger is made by and between **WEST VOLUSIA FLORIDA PROPERTIES, LLC**, a Florida limited liability company, and **SOUTHWEST VOLUSIA HEALTHCARE CORPORATION**, a Florida not for profit corporation, hereinafter collectively referred to as "Constituent Entities."

RECITALS:

A. The Board of Directors of Southwest Volusia Healthcare Corporation (the "Surviving Corporation") deems it advisable that West Volusia Florida Properties, LLC (the "Disappearing Entity") be merged with the Surviving Corporation in the manner provided pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act, and Section 617.1108 of the Florida Not for Profit Corporation Act.

B. The sole corporate Member of the Disappearing Entity and the sole corporate Member and Board of Directors of the Surviving Corporation have approved the merger.

C. The Board of Directors of the Surviving Corporation and the Member of the Disappearing Entity have agreed that no changes to the governing documents (Articles of Incorporation and Bylaws) of the Surviving Corporation will be made.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Entities have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1. *Agreement to Merge.* The Constituent Entities hereby agree that West Volusia Florida Properties, LLC, the Disappearing Entity, shall be merged into Southwest Volusia Healthcare Corporation, the Surviving Corporation.

2. *Name of Merged Entity.* The name of the Surviving Corporation shall be Southwest Volusia Healthcare Corporation.

3. *Principal Office of Surviving Corporation.* The principal office of the Surviving Corporation shall be located at 1055 Saxon Boulevard, Orange City, Volusia, Florida 32763.

4. *Purpose of Surviving Corporation.* The purpose of the Surviving Corporation is to engage in any lawful acts or activities for which such corporation may be formed under Chapter 617 of the Florida Statutes.

5. *Board of Directors of Surviving Corporation.* The Board of Directors of the Surviving Corporation shall be the individuals who are the current members of the Board of Directors of Southwest Volusia Healthcare Corporation.

6. *Registered Agent of Surviving Corporation.* The individual hereinafter named is the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against West Volusia Florida Properties, LLC or Southwest Volusia Healthcare Corporation may be served: Jeffrey Bromme, 900 Hope Way, Altamonte Springs, Florida 32714.

7. *Assets of Disappearing Entity.* All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to West Volusia Florida Properties, LLC shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

8. *Liabilities of Disappearing Entity.* The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Entity and any claim existing, or action or proceeding pending by or against West Volusia Florida Properties, LLC may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

9. *Articles of Incorporation of Surviving Corporation; Membership Interests.* The Articles of Incorporation (including all amendments and restatements) of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content. There shall be no change in the membership interests of the Surviving Corporation.

10. *Bylaws of Surviving Corporation.* The Bylaws of the Surviving Corporation shall continue in its present form and content to be the Bylaws of the Surviving Corporation.

11. *Effective Date of Agreement.* This Plan of Merger shall become effective as of Midnight on December 31, 2019.

12. *Officers of Surviving Corporation.* On the effective date of the merger, the officers of the Surviving Corporation shall continue in their present offices to serve in such capacities until the next regularly scheduled election or until their successors shall be elected and shall qualify:

| | |
|------------------------|------------------|
| Chairman: | David Ottati |
| President | Robert Deininger |
| Secretary | Deborah Thomas |
| Assistant Secretaries: | Lynn Addiscott |
| | L. Mark Block |
| | Ariel De Prada |
| | Robert Foltz |
| | Todd Goodman |
| | Jeff Graff |
| | Penny Johnson |
| | Eric Ostarly |
| | Paul Rathbun |
| | Michael Saunders |
| | Terry Shaw |

13. *Employees of Disappearing Entity.* The Disappearing Entity has no employees.

14. *Management Decisions by Board of Directors of Surviving Corporation.* Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation, except for those matters reserved to its Member, Adventist Health System/Sunbelt, Inc.