

N 93000001888

LAW OFFICES
GREEN, STEWART, FARBER & ANDERSON, P.C.

CHICAGO OFFICE
Suite 2010
311 South Wacker Drive
Chicago, Illinois 60606-6604
312-957-2450
FAX 312-957-2455

NEW YORK OFFICE
321 Great Oaks Boulevard
Albany, New York 12203-5971
518-452-8787
FAX 518-452-8767

SUITE 1111
2600 VIRGINIA AVENUE, N.W.
WASHINGTON, D.C. 20037-1905
202-342-8700
FAX 202-342-8734

E-MAIL:
rmccann@greenstewart.com

FILED
98 DEC 29 PM 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 23, 1998

By USPS Express Mail
Division of Corporations
Department of State of the
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-1-99

500002725585--5
-12/29/98-01091-003
*****78.75 *****78.75

BACK DATE TO DATE

Re: *Statutory Merger of Bayfront P.H.O., Inc. With and Into Physician
Hospital Organization at St. Anthony's Hospital, Inc.*

W99-582

Dear Sir or Madam:

Enclosed for filing please find one (1) originally signed copy and two (2) duplicate copies of Articles of Merger, with attached executed Plan of Merger, pursuant to which Bayfront P.H.O., Inc., a Florida not-for-profit corporation, is to be merged with and into Physician Hospital Organization at St. Anthony's Hospital, Inc., also a Florida not-for-profit corporation.

Also enclosed, please find our check in the amount of \$78.75, representing the filing fee of \$35.00 per corporation, plus \$8.75 for the return of a certified copy of the documents.

If you have any questions regarding these documents, please contact the undersigned or Sandra Mann, Esq. at the above-listed address and telephone number.

Thank you for your assistance during this busy holiday season.

Very truly yours,

Robert W. McCann

Robert W. McCann

Merger/12
12/24/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAYFRONT P.H.O., INC., a Florida corporation, document number
N94000006152

INTO

PHYSICIAN HOSPITAL ORGANIZATION AT ST. ANTHONY'S, INC. which
changed its name to

BAYFRONT-ST. ANTHONY'S PHO, INC., a Florida corporation,
N93000001888

File date: December 29, 1998, effective January 1, 1999

Corporate Specialist: Karen Gibson

LAW OFFICES
GREEN, STEWART, FARBER & ANDERSON, P.C.

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Chicago, Illinois 60606-6604
312-957-2450
FAX 312-957-2455

SUITE 1111
2600 VIRGINIA AVENUE, N.W.
WASHINGTON, D.C. 20037-1905
202-342-8700
FAX 202-342-8734

SANDRA K. MANN

NEW YORK OFFICE
321 Great Oaks Boulevard
Albany, New York 12203-5971
518-452-8787
FAX 518-452-8767

E MAIL
SMANN@GREENSTEWART.COM

January 29, 1999

VIA FAX

Karen Gibson
Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ref. Number N93000001888
Physician Hospital Organization at St. Anthony's, Inc.

Dear Ms. Gibson:

Attached please find the application for reinstatement, two copies of the plan and articles of merger, and a check payable to the Department of State in the amount of \$297.50.

Please make the merger effective January 1, 1999, and return a file stamped copy of the merger documents to me.

If you have any questions, please do not hesitate to call me.

Sincerely,



Sandra K. Mann

Enclosures
5167.1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 1999

ROBERT W. MCCANN
GREEN, STEWART, FARBER & ANDERSON, P.C.
2600 VIRGINIA AVE., NW, SUITE 1111
WASHINGTON, DC 20037-1905

BACKDATE

SUBJECT: PHYSICIAN HOSPITAL ORGANIZATION AT ST. ANTHONY'S, INC.
Ref. Number: N93000001888

We have received your document for PHYSICIAN HOSPITAL ORGANIZATION AT ST. ANTHONY'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1998 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is ~~\$900.00~~ 297.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 599A00001024

EFFECTIVE DATE
1-1-99

**ARTICLES OF MERGER
OF
BAYFRONT P.H.O., INC.**

and

PHYSICIAN HOSPITAL ORGANIZATION AT ST. ANTHONY'S, INC.

FILED
98 DEC 29 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not-for-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger.

ARTICLE I

Parties

The names of the corporations proposing to merge are Bayfront P.H.O., Inc., a corporation organized under the Florida Not-for-Profit Corporation Act and Physician Hospital Organization at St. Anthony's, Inc., also a corporation organized under the Florida Not-for-Profit Corporation Act.

ARTICLE II

Surviving Corporation

The surviving corporation is Physician Hospital Organization at St. Anthony's, Inc., which shall be governed by the laws of the State of Florida. Upon the Effective Date hereof, the name of the surviving corporation shall be "Bayfront-St. Anthony's PHO, Inc.", as set forth in the Plan of Merger.

ARTICLE III

Plan of Merger

The Plan of Merger is set forth as Attachment A hereto.

ARTICLE IV

Adoption and Approval of Articles and Plan of Merger

These Articles of Merger and the attached Plan of Merger were approved by and executed pursuant to the written consent of the Members of each of the merging corporations in accordance with Section 617.0701 of the Florida Not-for-Profit Corporation Act.

ARTICLE V
Effective Date

The merger shall be effective as of 12:01 a.m. on January 1, 1999, or, if later, upon the filing of these Articles.

Dated: February 10, 1999

BAYFRONT P.H.O., INC.

**PHYSICIAN HOSPITAL ORGANIZATION
AT ST. ANTHONY'S, INC.**

By: _____

President

By: _____

President

By: _____

Secretary

By: _____

Secretary

ATTACHMENT A
Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER, effective as of January 1, 1999, is made by and between Physician Hospital Organization at St. Anthony's, Inc. ("**St. Anthony's PHO**") and Bayfront P.H.O., Inc. ("**Bayfront PHO**") (collectively, "**the Parties**").

RECITALS

WHEREAS, the Parties have determined that the combination of Bayfront PHO and St. Anthony's PHO is in the respective and mutual best interests of the organizations;

NOW, THEREFORE, in consideration of these premises and the mutual and dependent promises hereinafter set forth, the Parties agree as follows:

ARTICLE 1

ORGANIZATION, QUALIFICATION, AND CORPORATE POWER

1.1 St. Anthony's PHO was incorporated as a nonprofit membership corporation under the laws of the State of Florida pursuant to Articles of Incorporation filed with the State on April 27, 1993.

1.2 Bayfront PHO was incorporated as a nonprofit membership corporation under the laws of the State of Florida pursuant to Articles of Incorporation filed with the State on December 16, 1994.

1.3 The respective Boards of Directors of the Parties deem it desirable and in the best interests of each corporation and its respective members that Bayfront PHO be merged with and into St. Anthony's PHO, as permitted by and in accordance with the laws of the State of Florida and on the terms hereinafter set forth.

ARTICLE 2

MERGER OF BAYFRONT PHO INTO ST. ANTHONY'S PHO

2.1 On the Effective Date (as defined in Article 4 hereof), Bayfront PHO shall be merged with and into St. Anthony's PHO in accordance with the laws of the State of Florida, the separate existence of Bayfront PHO shall cease, and St. Anthony's PHO shall be the Surviving Corporation (such merger being referred to hereinafter as "**the Merger**" and St. Anthony's PHO being referred to hereinafter as the "**Surviving Corporation**"). The Members of Bayfront PHO and the Members of St. Anthony PHO on the Effective Date shall be the Members of the Surviving Corporation, subject to the requirements of Membership under the Bylaws of the Surviving Corporation. The Surviving Corporation shall continue its existence under the laws of the State of Florida under the name "Bayfront-St. Anthony's PHO, Inc." and shall possess all the rights, powers, privileges,

immunities, and franchises of a private not-for-profit corporation, and shall be subject to the restrictions, disabilities, and duties of each of the Parties. All property, real personal, and mixed, and all debts due to either of the Parties on whatever account, and all things in action or belonging to each of the Parties, shall be vested in the Surviving Corporation. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation to the same extent as they were of the Parties, and the title to any real or personal property, whether by deed or otherwise, vested in either of them shall not revert or be in any way impaired by reason of the Merger; provided that all rights of creditors and all liens upon any property affected by such liens immediately prior to the time of the Merger, and all debts, duties, and liabilities of the Parties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, duties, or liabilities had been incurred or contracted by it.

2.2 If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the Surviving Corporation the title to any property of either Party, the officers of any one of them and the directors of such Party last in office shall, at the request of the Surviving Corporation, or its successor and assign, execute or deliver any and all such deeds, assignments, confirmations, or assurances and shall do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Corporation or to otherwise carry out the purposes of the Merger and the terms of this Plan. The Surviving Corporation shall have the same power and authority to act in respect to any debts, liabilities, and duties of the Parties as the Parties would have had, had they continued in existence.

ARTICLE 3

ARTICLES OF INCORPORATION

3.1 From and after the Effective Date until amended as provided by law, the Articles of Incorporation of St. Anthony's PHO as in effect immediately prior to the Merger shall be and will continue to be the Articles of Incorporation of the Surviving Corporation with the following amendments thereto:

FIRST: The Articles of Incorporation are amended by deleting the text of Article I and inserting in lieu thereof the following:

“The name of the Corporation is Bayfront-St. Anthony's PHO, Inc.”

SECOND: The Articles of Incorporation are amended by deleting the text of subsection a. of Article III and substituting in lieu thereof the following:

“To foster, support, and promote the joint and collaborative activities of St. Anthony’s, Inc., Bayfront Medical Center, Inc., and physicians serving on the medical staffs of those institutions.”

THIRD: The Articles of Incorporation are amended by deleting the text of Article IX and substituting in lieu thereof the following:

“The business and affairs of the Corporation shall be conducted in a manner consistent with the respective identities and philosophies of St. Anthony’s, Inc. and Bayfront Medical Center, Inc. and their related entities.”

ARTICLE 4 EFFECTIVE DATE AND TIME OF MERGER

4.1 If this Plan of Merger shall have been adopted in accordance with Article 6 hereof, this Plan of Merger shall be executed and filed with the Articles of Merger required by the Florida Not-for-Profit Corporation Act and, unless terminated and abandoned as provided in Article 5, the effective date and time shall be 12:01 a.m. on January 1, 1999 or, if later, the date upon which the Articles of Merger shall have been duly executed and filed on behalf of the Parties (the “Effective Date”).

ARTICLE 5 ABANDONMENT OF MERGER

5.1 This Plan of Merger may be terminated and the Merger abandoned prior to the Effective Date, whether before or after submission to or adoption by the Members of the Parties, only upon the mutual agreement of the Boards of Directors of the Parties.

ARTICLE 6
ADOPTION OF PLAN OF MERGER

6.1 This Plan of Merger shall be submitted to the Members of each Party and upon the adoption thereof by the respective Memberships, due certification of that fact, and the filing and recording thereof, and upon the doing of such other acts as are or may be required by the laws of the State of Florida, this Plan of Merger shall take effect and shall constitute the agreement and act of merger of the Parties.

ARTICLE 7
COUNTERPARTS

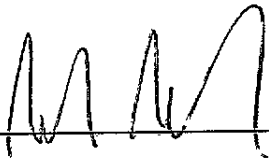
7.1 This Plan may be executed in any number of counterparts, each of which shall be deemed an original and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties hereto have executed this Plan of Merger as of the day and year first written above.

PHYSICIAN HOSPITAL ORGANIZATION
AT ST. ANTHONY'S, INC.

BAYFRONT P.H.O., INC.

Signature: _____



Title: _____

President

Dated: _____

2/8/99

Signature: _____



Title: _____

President

Dated: _____

2/10/99