

N93000002229

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Holy Cross Hospital - Inc
(Corporation Name) (Document #)
 2. Holy Cross Health Corp.
(Corporation Name) (Document #)
 3. _____
(Corporation Name) (Document #)
 4. _____
(Corporation Name) (Document #)
- Filing Fee = 70.00
4-copy = 210.00

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy X
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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FILED
SEP 25 PM 4:20
TALLAHASSEE, FLORIDA
CLERK OF STATE

9/25/97
Merger
De

Examiner's Initials

N93000002229

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOLY CROSS HOSPITAL, INC., a Florida corporation, 702050

INTO

HOLY CROSS HEALTH CORPORATION, a Florida corporation,
N93000002229

File date: September 25, 1997

Corporate Specialist: Darlene Connell

FILED
97 SEP 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
HOLY CROSS HOSPITAL, INC. INTO
HOLY CROSS HEALTH CORPORATION**

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned hereby certify as follows:

FIRST: Holy Cross Hospital, Inc., a Florida not-for-profit corporation, shall be merged into Holy Cross Health Corporation, a Florida not-for-profit corporation. The name of the surviving corporation shall be HOLY CROSS HEALTH CORPORATION.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was adopted at a duly called meeting of the Board of Trustees of Holy Cross Hospital, Inc., held on July 29, 1996, and at a duly called meeting of the Board of Trustees of Holy Cross Health Corporation, held on July 27, 1996.

FOURTH: The Agreement and Plan of Merger was adopted and approved by the sole voting corporate Member and the religious sponsor of Holy Cross Hospital, Inc., which adoption and approval is sufficient for formal approval of such Agreement and Plan of Merger.

FIFTH: The Agreement and Plan of Merger was adopted and approved by the sole voting corporate Member and ratified by the religious sponsor of Holy Cross Health Corporation, which adoption, approval and ratification is sufficient for formal approval of such Agreement and Plan of Merger.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of the 19th day of September 1997, to be effective as of the date of filing with the Florida Department of State.

ATTEST:

By: Sister Susan Welsh
Sister Susan Welsh, R.S.M.,
Secretary

HOLY CROSS HOSPITAL, INC.

By: Sister Majorie Bosse, RSM
Sister Majorie Bosse, R.S.M.,
Chairperson

ATTEST:

By: S. Patricia McCann, RSM
Sister Patricia McCann, R.S.M.,
Secretary

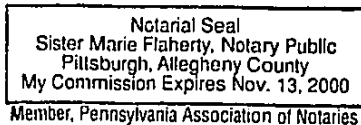
HOLY CROSS HEALTH CORPORATION

By: Sister Georgine Scarpino, RSM
Sister Georgine Scarpino, R.S.M.,
President

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF ALLEGHENY

On this 19th day of September 1997, personally appeared before me Sister Susan Welsh, R.S.M., to me known, who, being duly sworn, did depose to me and say that she is the Secretary of Holy Cross Hospital, Inc., a Florida not-for-profit corporation, and that she executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting Member, the Board of Trustees, and the religious sponsor of the corporation.

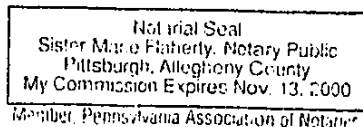


Sister Marie Flaherty, R.S.M.
Notary Public

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF ALLEGHENY

On this 19th day of September 1997, personally appeared before me Sister Georgine Scarpino, R.S.M. and Sister Patricia McCann, R.S.M., to me known, who, being duly sworn, did depose to me and say that they are the President and Secretary respectively of Holy Cross Health Corporation, a Florida not-for-profit corporation, and that they executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting Member, the Board of Trustees, and the religious sponsor of the corporation.

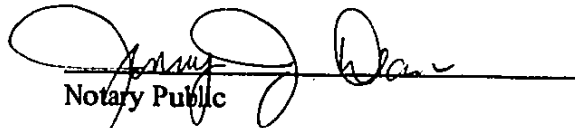


Sister Marie Flaherty, R.S.M.
Notary Public

STATE OF OHIO

COUNTY OF HAMILTON

On this 23rd day of September, 1997, personally appeared before me Sister Marjorie Bosse, R.S.M., to me known, who, being duly sworn, did depose to me and say that she is the Chairperson of Holy Cross Hospital, Inc., a Florida not-for-profit corporation, and that she executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting Member, the Board of Trustees, and the religious sponsor of the corporation.


Notary Public

JENNY J. DEAN
Notary Public, State of Ohio
My Commission Expires Sept. 13, 2000

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into to be effective as of the date when Articles of Merger are filed of record with the Florida Department of State, is between HOLY CROSS HEALTH CORPORATION, a Florida not-for-profit corporation (hereinafter "Holy Cross Health"), and HOLY CROSS HOSPITAL, INC., a Florida not-for-profit corporation (hereinafter "Holy Cross Hospital"), collectively sometimes referred to herein as the "Constituent Corporations."

RECITALS

WHEREAS, Holy Cross Health is a not-for-profit corporation duly organized and existing under the laws of the State of Florida whose sole voting corporate Member is Eastern Mercy Health System, a Pennsylvania not-for-profit corporation ("EMHS");

WHEREAS, Holy Cross Hospital is a not-for-profit corporation duly organized and existing under the laws of the State of Florida whose sole voting corporate Member is Holy Cross Health;

WHEREAS, the Boards of Trustees of each Constituent Corporation have formally approved this Agreement and Plan of Merger, and likewise, such Boards deem it advisable for the general welfare of each Constituent Corporation that Holy Cross Hospital be merged into Holy Cross Health;

WHEREAS, pursuant to the Fifth Restatement and Amendment of Certificate of Incorporation of Holy Cross Hospital, the power to approve the merger is reserved to the Member, Holy Cross Health, and to the religious sponsor of Holy Cross Hospital, the Sisters of Mercy of the County of Allegheny, also known as the Sisters of Mercy of the Americas, Regional Community of Pittsburgh (hereinafter "Sponsor"), and as required by the Fifth Restatement and Amendment of Certificate of Incorporation of Holy Cross Hospital and applicable statute, such Member and Sponsor of Holy Cross Hospital have approved the merger described herein; and

WHEREAS, pursuant to the Second Restatement and Amendment of Certificate of Incorporation of Holy Cross Health, as well as the First Restatement and Amendment of Certificate of Incorporation of Holy Cross Health, the power to establish organizational relationships including, *inter alia*, mergers, is reserved to the Member, EMHS, and the power to ratify such establishment of organizational relationships is reserved to the religious sponsor of Holy Cross Health, the Sisters of Mercy of the County of Allegheny, also known as the Sisters of Mercy of the Americas, Regional Community of Pittsburgh (hereinbefore referred to as "Sponsor"), and as required by the Certificate of Incorporation of Holy Cross Health and applicable statute, such Member and Sponsor have approved the merger described herein.

NOW, THEREFORE, in consideration of the promises and mutual covenants and agreements of the parties hereto, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Constituent Corporations hereby agree that Holy Cross Hospital shall be merged into and with Holy Cross Health (sometimes referred to herein as the "Surviving Corporation") in accordance with the applicable laws of the State of Florida and the terms and conditions of this Agreement and Plan of Merger.

ARTICLE I

Recitals

The foregoing recitals are hereby incorporated herein by reference, including the recital of consideration.

ARTICLE II

The Constituent Corporations

The names of the Constituent Corporations to the merger are Holy Cross Health Corporation, a Florida not-for-profit corporation Florida Charter No. N93000002229, and Holy Cross Hospital, Inc., a Florida not-for-profit corporation Florida Charter No. 702050.

ARTICLE III

The Merger: The Surviving Corporation

On the Effective Date, as hereinafter defined, Holy Cross Hospital shall be merged into Holy Cross Health in accordance with Sections 617.1101-617.1106 of the Florida Statutes (the Florida Not-for-Profit Corporation Act). The name of the Surviving Corporation shall be "Holy Cross Health Corporation" and the Surviving Corporation shall be governed by the laws of the State of Florida.

ARTICLE IV

The Effect of Merger

From and after the filing of the Articles of Merger, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation known as "Holy Cross Health Corporation." From and after such filing, the separate existence of Holy Cross Hospital shall cease, while the corporate existence of Holy Cross Health shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities of a corporation organized under the Florida Not-For-Profit Corporation Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or

belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be, as necessary, transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or alternatively, the surviving corporation may be substituted in place of Holy Cross Hospital. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

ARTICLE V

Supplemental Action

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to protect, confirm or record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and trustees of the respective Constituent Corporations shall, as of the effective date, execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE VI

Articles of Incorporation and Bylaws

The Articles of Incorporation and the Bylaws of Holy Cross Health, as heretofore amended and in effect as of the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall thereafter be further amended or repealed as provided therein or by applicable law.

ARTICLE VII

Approval by the Member, Sponsor and Board of Trustees

This Agreement and Plan of Merger has been approved by the sole voting Members and Boards of Trustees of the Constituent Corporations as provided in Section 617.1103(1)(a) of the Florida Not-for-Profit Corporation Act, and has additionally been approved by the Sponsor of the Constituent Corporations as provided in the Constituent Corporations' Certificates of Incorporation and by EMHS as provided in the Constituent Corporations' Certificates of Incorporation.

ARTICLE VIII

Effective Date

Subject to the provisions of this Agreement and Plan of Merger, as soon as practicable on or after the adoption of this Agreement and Plan of Merger by each party, and after the procurement of all necessary corporate or state and federal government approvals, Articles of Merger shall be executed by each party and delivered for filing with the Florida Department of State. The merger of Holy Cross Hospital into Holy Cross Health shall become effective upon the filing of the Articles of Merger with the Florida Department of State in accordance with the Florida Not-for-Profit Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date."

ARTICLE IX

Termination

Notwithstanding any provision contained herein, this Agreement and Plan of Merger may be terminated and abandoned by the sole voting Members of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE X

Counterparts

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

ARTICLE XI

Abandonment

The merger of Holy Cross Hospital into and with Holy Cross Health may not be abandoned without the prior approval of the respective members of each Constituent Corporation entitled to vote on the Agreement and Plan of Merger as provided in section 617.1103(2) of the Florida Not-for-Profit Corporation Act.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 19th day of September, 1997.

ATTEST:

By: S. Patricia McCann, RSM
Sister Patricia McCann, R.S.M.,
Secretary

HOLY CROSS HEALTH CORPORATION

By: Sister Georgine Scarpino, RSM
Sister Georgine Scarpino, R.S.M.

Its: President

ATTEST:

By: Sister Susan Welsh
Sister Susan Welsh, R.S.M.,
Secretary

HOLY CROSS HOSPITAL, INC.

By: Sister Majorie Bosse, RSM
Sister Majorie Bosse, R.S.M.

Its: Chairperson