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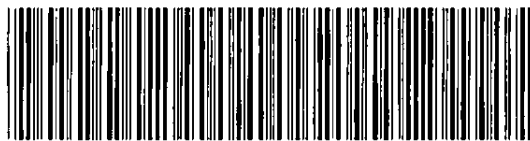
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**ARTICLES OF MERGER  
OF**

**ORLANDO HEALTH MEDICAL GROUP, INC.**

(A Florida Not-for-Profit Corporation. Document Number: N94000003930)

**AND**

**ST. CLOUD PHYSICIAN MANAGEMENT, LLC**

(A Delaware Limited Liability Company. Florida Foreign Filing Document Number: M06000000786)

Pursuant to Section 617.1105, Florida Statutes, in accordance with Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act; and Chapter 605, the Florida Revised Limited Liability Company Act, and the Delaware Code Chapter 18, the Delaware Limited Liability Company Act, ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation, with its principal address at 1414 Kuhl Avenue, MP2, Orlando, Florida 32806, and ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company with its principal address at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806, hereby adopt the following Articles of Merger:

**ARTICLE I  
MERGER**

1. ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company duly organized and existing under the laws of the State of Delaware ("Merging Entity"), shall be merged with and into ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation duly organized and existing under the laws of the State of Florida ("Surviving Corporation"); and

2. The separate existence of ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company, shall cease; and

3. ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation, shall survive the merger and shall continue to be governed by the laws of the State of Florida (collectively, subsections (i)-(iii) of Article II of the Plan of Merger are referred to herein as the "Merger").

**ARTICLE II  
SURVIVING CORPORATION; PLAN OF MERGER**

1. ORLANDO HEALTH MEDICAL GROUP, INC.'s participation in the Merger is duly authorized in accordance with §§ 617.0302(16) and 617.1101-617.1108 of the Florida Not for Profit Corporation Act.

2. The Plan of Merger attached hereto as Exhibit "A" was duly approved and adopted by written consent of the sole member of ORLANDO HEALTH MEDICAL GROUP, INC. and executed in accordance with § 617.0701 of the Florida Not for Profit Corporation Act.

**ARTICLE III  
MERGING ENTITY**

1. ST. CLOUD PHYSICIAN MANAGEMENT, LLC's participation in the Merger is duly authorized in accordance with §§ 18-209 of the Delaware Limited Liability Act.

2. The Merger was approved and adopted by ST. CLOUD PHYSICIAN MANAGEMENT, LLC in accordance with §§ 18-209 of the Delaware Limited Liability Act and by each member of ST

CLOUD PHYSICIAN MANAGEMENT, LLC who as a result of the Merger will have interest holder liability under § 18-209(b).

3. Pursuant to § 605.1025(2)(h) of the Florida Revised Limited Liability Act, to the extent not waived by such member or members, the Surviving Corporation has agreed to pay to any members of ST. CLOUD PHYSICIAN MANAGEMENT, LLC with appraisal rights the amount to which such members are entitled under the provisions of §§ 605.1006 and 605.1061-1072 of the Florida Revised Limited Liability Act.

**ARTICLE IV**  
**PRINCIPAL PLACE OF BUSINESS; ARTICLES OF INCORPORATION**

The Surviving Corporation's principal place of business shall remain 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger shall continue in effect to govern the Surviving Corporation after the Merger.

**IN WITNESS WHEREOF**, the undersigned signed these Articles of Merger on this  
18th day of November, 2024.

**ORLANDO HEALTH MEDICAL GROUP, INC., a**  
Florida not-for-profit corporation

By: Cary D. Watson  
Print Name: Cary D. Watson  
Its: President

**ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a**  
Delaware limited liability company

By: ORLANDO HEALTH MEDICAL GROUP, INC.,  
a Florida not for profit corporation, its Authorized  
Member

By: Cary D. Watson  
Print Name: Cary D. Watson  
Its: President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**ORLANDO HEALTH MEDICAL GROUP, INC.**  
(A Florida Not for Profit Corporation, Document Number: N11000009985)  
**AND**  
**ST. CLOUD PHYSICIAN MANAGEMENT, LLC**  
(A Florida Limited Liability Company, Document Number: L09000045002)

This Plan of Merger, submitted for filing pursuant to section 617.1101, Florida Statutes, is dated as of May 31, 2023 (the "Agreement"), and entered into by and between ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation, and its wholly owned subsidiary, ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company (together, referred to herein as the "Constituent Companies").

**Recitals**

WHEREAS, ORLANDO HEALTH MEDICAL GROUP, INC. is a Florida not for profit corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, ST. CLOUD PHYSICIAN MANAGEMENT, LLC is a Delaware limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, ORLANDO HEALTH MEDICAL GROUP, INC. and ST. CLOUD PHYSICIAN MANAGEMENT, LLC each have determined it is desirable and in the best interest of the Constituent Companies that ST. CLOUD PHYSICIAN MANAGEMENT, LLC be merged into ORLANDO HEALTH MEDICAL GROUP, INC., with ORLANDO HEALTH MEDICAL GROUP, INC. being the surviving corporation; and

WHEREAS, the sole member of ORLANDO HEALTH MEDICAL GROUP, INC. is Orlando Health, Inc., a Florida not for profit corporation; and

WHEREAS, the sole member of ST. CLOUD PHYSICIAN MANAGEMENT, LLC is ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation; and

WHEREAS, the members and directors of ORLANDO HEALTH MEDICAL GROUP, INC. and ST. CLOUD PHYSICIAN MANAGEMENT, LLC, as applicable, have adopted and approved this Agreement in accordance with and pursuant to Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act; and Florida Statutes Chapter 605, the Florida Revised Limited Liability Company Act; and Delaware Code Chapter 18, the Delaware Limited Liability Company Act (collectively, the "Acts"), and

WHEREAS, this Agreement is adopted and approved by the Constituent Parties as a supplement to the State of Delaware Certificate of Merger attached hereto and incorporated by reference herein as Exhibit "A" ("Delaware Certificate of Merger"), for the purpose of submitting this Agreement and the Articles of Merger to the Secretary of State of the State of Florida pursuant to sections 617.1101 and 617.1105, Florida Statutes.

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, the Constituent Companies hereby agree, subject to the terms and conditions hereinafter set forth and in accordance with the Acts, as follows:

**ARTICLE I**  
**RECITALS**

The Recitals set forth above are true and correct and are incorporated by reference herein.

**ARTICLE II**  
**MERGER; DESIGNATION OF SURVIVING CORPORATION**

In accordance with the provisions of this Agreement and the Acts, (i) ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company, shall be merged with and into ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation; (ii) the separate existence of ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company, shall cease, and (iii) ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation shall survive the merger and shall continue to be governed by the laws of the State of Florida (collectively, subsections (i)-(iii) of this Article II are referred to herein as the "Merger"). ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation, shall be, and is herein sometimes referred to as, the "Surviving Corporation."

**ARTICLE III**  
**PRINCIPAL OFFICE**

The principal office of ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not for profit corporation, shall be the principal office of the Surviving Corporation following the Merger.

**ARTICLE IV**  
**GOVERNING DOCUMENTS; MANAGERS, OFFICERS, AND DIRECTORS**

1. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of ORLANDO HEALTH MEDICAL GROUP, INC. in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation upon the Merger until duly amended in accordance with the provisions thereof and applicable law. A copy of the Articles of Incorporation is maintained in the corporate offices of the Surviving Corporation.

2. Directors. The directors of ORLANDO HEALTH MEDICAL GROUP, INC. immediately prior to the Effective Date of the Merger shall be the directors of the Surviving Corporation upon the Merger. The directors shall continue to serve until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

**ARTICLE V**  
**TERMS AND CONDITIONS OF MERGER**

The Merger will be consummated in accordance with the terms set forth in this Agreement.

**ARTICLE VI**  
**CONVERSION OF INTERESTS; EFFECT OF MERGER**

1. ORLANDO HEALTH MEDICAL GROUP, INC. Membership. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Companies, Orlando Health, Inc., a Florida not for profit corporation, shall continue to be the sole member of the Surviving Corporation.

2. ST. CLOUD PHYSICIAN MANAGEMENT, LLC Membership. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Companies, all membership interests in ST. CLOUD PHYSICIAN MANAGEMENT, LLC, shall cease to exist.

3. Effect of Merger. Upon the Effective Date of the Merger, the following shall or shall be deemed to have occurred:

- a. Impact of Merger. (a) the title to all real estate and other property, or any interest therein, owned by ST. CLOUD PHYSICIAN MANAGEMENT, LLC is vested in the Surviving Corporation without reversion or impairment; (b) the Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of ST. CLOUD PHYSICIAN MANAGEMENT, LLC; (c) any claim existing or action or proceeding pending by or against ST. CLOUD PHYSICIAN MANAGEMENT, LLC may be continued as if the Merger did not occur and the Surviving Corporation may be substituted in the proceeding for ST. CLOUD PHYSICIAN MANAGEMENT, LLC; and (d) neither the rights of creditors nor any liens upon the property of ST. CLOUD PHYSICIAN MANAGEMENT, LLC shall be impaired by the Merger.
- b. Classification of Surviving Corporation. For Federal income tax purposes, the Surviving Corporation shall continue to be taxed in the manner in effect immediately prior to the effective date of the Merger.
- c. Continuation of Business. The Surviving Corporation shall continue the business of ST. CLOUD PHYSICIAN MANAGEMENT, LLC and ORLANDO HEALTH MEDICAL GROUP, INC.
- d. Taxable Year. The taxable year of ST. CLOUD PHYSICIAN MANAGEMENT, LLC shall be closed as a result of the Merger
- e. EIN The EIN of ORLANDO HEALTH MEDICAL GROUP, INC. shall continue to be the EIN of the Surviving Corporation.

**ARTICLE VII**  
**APPROVAL OF MEMBERS AND DIRECTORS; EFFECTIVE DATE**

The Merger shall take place (the "Effective Date" of the Merger) as of the date stated on the first page of this Agreement when this Plan of Merger shall have been adopted and approved by the respective directors and members of ORLANDO HEALTH MEDICAL GROUP, INC. and ST. CLOUD PHYSICIAN MANAGEMENT, LLC, as applicable, in accordance with the requirements of the Acts; and shall be confirmed for Florida corporate filing purposes when fully executed Articles of Merger of the Constituent Companies have been filed with and accepted by the Secretary of State of the Florida Department of State.

**ARTICLE VIII**  
**AMENDMENT; ABANDONMENT OF PLAN OF MERGER**

At any time before the filing of the Articles of Merger with the Florida Department of State, this Agreement may be amended or terminated and the Merger may be abandoned only by mutual written consent of the Constituent Companies.

**ARTICLE IX**  
**WAIVERS**

ORLANDO HEALTH MEDICAL GROUP, INC., being the sole member of ST. CLOUD PHYSICIAN MANAGEMENT, LLC, does hereby waive any appraisal rights it may have regarding the Merger.

**ARTICLE X**  
**GENERAL**

1. Agreement. Executed copies of this Agreement will be on file at the principal office of the Surviving Corporation. Notwithstanding anything herein to the contrary or the date of filing of the Articles of Merger with the Florida Secretary of State, neither the terms or provisions of this Agreement, nor the terms or provisions of the Articles of Merger, shall be deemed or construed to alter or amend the terms of the Delaware Certificate of Merger, including but not limited to the effective date of the Merger as shown on the face thereof.

2. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.

3. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

*[Remainder of page intentionally blank; Signatures are on the following page]*

IN WITNESS WHEREOF, this Plan of Merger, having been adopted by the members and directors of Constituent Companies in accordance with and pursuant to the Acts, is hereby executed on behalf of each of such entity.

ORLANDO HEALTH MEDICAL GROUP, INC., a  
Florida not-for-profit corporation

By: Gary D'Ignazio  
Print Name: Gary D'Ignazio  
Its: President

ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a  
Delaware limited liability company

By: ORLANDO HEALTH MEDICAL GROUP, Inc.,  
a Florida not for profit corporation, its Authorized  
Member

By: Gary D'Ignazio  
Print Name: Gary D'Ignazio  
Its: President



**EXHIBIT A**

**DELAWARE CERTIFICATE OF MERGER**

[SEE ATTACHED]

2023 JUN 19 AM 9:00

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Corporation is Orlando Health Medical Group, Inc., a Foreign Corporation.

**Second:** The jurisdiction in which this Corporation was formed is Florida.

**Third:** The name of the Limited Liability Company being merged into the Corporation is St. Cloud Physician Management, LLC, a Delaware Limited Liability Company.

**Fourth:** The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

**Fifth:** The name of the surviving foreign Corporation is Orlando Health Medical Group, Inc.

**Sixth:** An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 1414 Kuhl Ave., MP 2  
Orlando, FL 32806

**Seventh:** A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

**Eighth:** The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is

207 W. Gore Street, Suite 201  
Orlando, FL 32806

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 31 day of May, A.D., 2023.

By:   
Authorized Officer

Name: Sunil Desai, M.D., Pres.  
Print or type



*Legal Counsel.*

DINSMORE & SHOHL LLP  
Two Landmark Center  
225 East Robinson Street • Suite 600  
Orlando, Florida 32801  
www.dinsmore.com

LESLIE A. EVANS  
E-MAIL ADDRESS  
Leslie.Evans@dinsmore.com

DIRECT LINE  
(407) 367-0056

August 21, 2024

**VIA FedEx**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: St. Cloud Physician Management, LLC / Document # M06000000786  
and Orlando Health Medical Group, Inc./ Document # N94000003930

Dear Sir/Madam:

Enclosed please find the following regarding the above entities:

1. State of Delaware Certificate of Merger of ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company (Document #M06000000786) into ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not-for-profit corporation (Document #N94000003930) ("OHMG") for filing;
2. Check payable to the Florida Department of State in the amount of \$70.00 for the filing fee; and
3. Additional copy of the filed documents to be returned to the undersigned date stamped in the enclosed self-addressed stamped envelope.

Please contact the undersigned with any questions or follow-ups on this filing.

Very truly yours,

Leslie A. Evans, Legal Counsel for OHMG

LAE:ssm  
Enclosures



*Legal Counsel.*

DINSMORE & SHOHL LLP  
Two Landmark Center  
225 East Robinson Street - Suite 600  
Orlando, Florida 32801  
www.dinsmore.com

LESLIE A. EVANS  
E-MAIL ADDRESS  
Leslie.Evans@dinsmore.com

DIRECT LINE  
(407) 367-0056

November 18, 2024

**VIA FedEx**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303  
Attn: Anissa Butler, Regulatory Specialist II

Re: St. Cloud Physician Management, LLC / Document # M06000000786  
and Orlando Health Medical Group, Inc. / Document # N94000003930

Dear Ms. Butler:

In response to your letter regarding corrections needed for the filing of merger documents concerning the above entities (Letter Number: 224A00020422), please find enclosed:

1. Articles of Merger of ST. CLOUD PHYSICIAN MANAGEMENT, LLC, a Delaware limited liability company (Document #M06000000786) and ORLANDO HEALTH MEDICAL GROUP, INC., a Florida not-for-profit corporation (Document #N94000003930) ("OHMG"), together with a Plan of Merger, for filing; and
2. A copy of your letter with respect to same.

Please contact the undersigned with any further questions concerning this filing.

Very truly yours,

Leslie A. Evans

LAE:ssm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 12, 2024

LESLIE A. EVANS  
DINSMORE & SHOHL, LLP  
225 E. ROBINSON STREET, SUITE 600  
ORLANDO, FL 32801

SUBJECT: ST. CLOUD PHYSICIAN MANAGEMENT, LLC  
Ref. Number: M06000000786

We have received your document for ST. CLOUD PHYSICIAN MANAGEMENT, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the Florida Statutes in your Articles of Merger. Your Articles of Merger does not meet our filing requirements. I have include an Articles of Merger form to complete.

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) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 224A00020422

