

# N96000003077

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November 26, 2001

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L.D. Klenda (1937-1996)

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200004697592--4  
-11/29/01--01019--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Oakwood Healthcare Foundation, Inc., a Florida non profit corporation  
Merging into  
Oakwood Healthcare Foundation, Inc., a Kansas non profit corporation

Dear Secretary of State:

We have enclosed an original and one copy of the Articles of Merger of Oakwood Healthcare Foundation, Inc., a Florida nonprofit corporation, merging into Oakwood Healthcare Foundation, Inc., a Kansas nonprofit corporation. Attached to each copy is the Agreement and Plan of Merger. We have enclosed the filing fee of \$78.75 which includes a request for a certified copy (\$8.75 fee). Please file the merger and return a certified copy to my attention.

Should anything further be required for the filing, please call us collect. Thank you kindly for your attention to this matter.

Very truly yours,

*Sharon K Kincaid*

Sharon K. Kincaid, CLA  
Certified Legal Assistant

SKK/lmm  
Enclosures

*Merger*

V SHEPARD FEB 14 2002

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

OAKWOOD HEALTHCARE FOUNDATION, INC., a Florida corporation,  
N96000003077

INTO

**OAKWOOD HEALTHCARE FOUNDATION, INC..** a Kansas entity not qualified  
in Florida

File date: February 12, 2002

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 5, 2001

SHARON K. KINCAID, CLA  
1600 EPIC CENTER  
301 N. MAIN  
WICHITA, KS 67202-4888

SUBJECT: OAKWOOD HEALTHCARE FOUNDATION, INC.  
Ref. Number: N96000003077

We have received your document for OAKWOOD HEALTHCARE FOUNDATION, 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):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate the corporation is \$236.25. The amount due includes the \$61.25 annual filing fee(s) due this office through December 31, , in addition to the \$175 reinstatement fee. (Please refer to the back of the form for further information.)

Please include an additional \$8.75 for each certificate of status requested.

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) 245-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 901A00064302

**KLEND, MITCHELL, AUSTERMAN & ZUERCHER, L.L.C.**  
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January 28, 2002

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**Attn: Velma Shepard**  
**Corporate Specialist**  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Oakwood Healthcare Foundation, Inc., a Florida non profit corporation  
Merging into  
Oakwood Healthcare Foundation, Inc., a Kansas non profit corporation

Dear Ms. Shepard:

Pursuant to your letter of December 5, 2001, we are enclosing a Corporation Reinstatement of Oakwood Healthcare Foundation, Inc. along with the \$236.25 fee. We are also returning an original and one copy of the Articles of Merger of Oakwood Healthcare Foundation, Inc., a Florida nonprofit corporation, merging into Oakwood Healthcare Foundation, Inc., a Kansas nonprofit corporation. Attached to each copy is the Agreement and Plan of Merger. We have previously enclosed the filing fee of **\$78.75 which includes a request for a certificate of status (\$8.75 fee)**. It is our understanding that the check has been cashed and we are enclosing a photocopy of the same.

Please file the merger and return a certified copy to my attention.

Should anything further be required for the filing, please call us collect. Thank you kindly for your attention to this matter.

Very truly yours,



Sharon K. Kincaid, CLA  
Certified Legal Assistant

RECEIVED  
02 FEB 12 AM 8:50  
DIVISION OF CORPORATIONS  
SKK/lmm

Enclosures

159541

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 12 PM 2:49

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Oakwood Healthcare Foundation, Inc.	Kansas

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Oakwood Healthcare Foundation, Inc.	Florida

**Third:** The Plan of Merger is attached hereto as Exhibit A.

**Fourth:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State and Certificate of Merger are filed with the office of the Kansas Secretary of State.

**Fifth:**     **ADOPTION OF MERGER BY SURVIVING CORPORATION**

The plan or merger was adopted by written consent of the members and executed in accordance with Kansas Statutes Annotated Section 17-6706.

**Sixth:**     **ADOPTION OF MERGER BY MERGING CORPORATION(s)**

The plan or merger was adopted by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes.

**Seventh:** The surviving corporation (Oakwood Healthcare Foundation, Inc.), formed under the laws of the State of Kansas, has its principal office located at 5<sup>th</sup> and Colwich, Colwich, Kansas 67030.

**Eighth:** The surviving corporation (Oakwood Healthcare Foundation, Inc.) is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation of the domestic corporation (Riverside Healthcare Foundation, Inc.) that is a party to this merger.

**Ninth:**     **SIGNATURES FOR EACH CORPORATION**

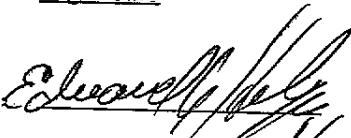
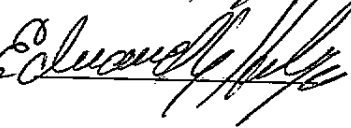
<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual &amp; Title</u>
Oakwood Healthcare Foundation, Inc. a Florida corporation		Edward A. Huyta, President
Oakwood Healthcare Foundation, Inc. a Kansas corporation		Edward A. Huyta, President

EXHIBIT A  
**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated this 17 day of October, 2001, made by and between **OAKWOOD HEALTHCARE FOUNDATION, INC.**, a Florida corporation, previously known as Riverside Healthcare Foundation, Inc. ("Riverside"), and **OAKWOOD HEALTHCARE FOUNDATION, INC.**, a Kansas corporation ("Oakwood"), said two corporations being hereinafter sometimes called the "Constituent Corporations."

**WHEREAS**, Riverside has its principal place of business primarily in the city of Colwich, Kansas;

**WHEREAS**, Oakwood was formed for the purpose of effecting a change of domicile for Riverside from Florida to Kansas and changing the corporate name of Riverside to that of Oakwood; and

**WHEREAS**, the Board of Directors and the members (by written consent) of each Constituent Corporation desire that this change of domicile be effected by the merger of Riverside, a Florida corporation, and Oakwood, a Kansas corporation, pursuant to the laws of the State of Florida and the State of Kansas, which merger is intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, Riverside shall be reincorporated in the State of Kansas by merging itself into Oakwood, a Kansas corporation, pursuant to the laws of the State of Florida and the State of Kansas, as hereinafter provided, so that the separate existence of Riverside, a Florida corporation, shall cease and Oakwood shall be the surviving corporation. The Articles of Incorporation of Oakwood Healthcare Foundation, Inc., shall be the Articles of Incorporation of the surviving corporation. The members of Riverside shall upon such merger immediately become

members of Oakwood with full membership privileges as further defined in the Articles of Incorporation of Oakwood, as may be amended from time to time.

VIII.

MISCELLANEOUS

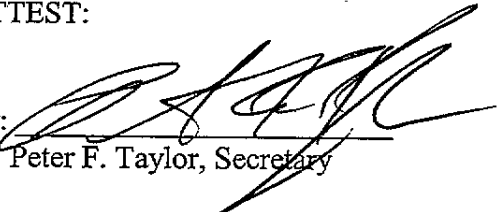
This Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Kansas Statutes Annotated Section 17-6706 and Florida Statutes, Section 607.1101 et. seq. The executed Agreement of Merger shall be on file at the principal place of business of the Surviving Corporation located at 5<sup>th</sup> and Colwich, Colwich, Kansas 67030.

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement as of the date and year first above written.

**OAKWOOD HEALTHCARE  
FOUNDATION, INC.**  
a Kansas corporation

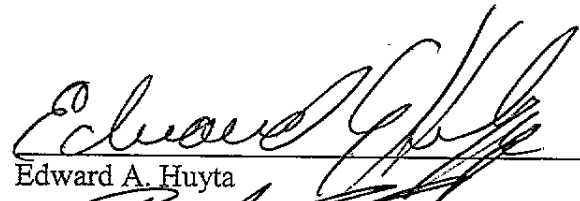
ATTEST:

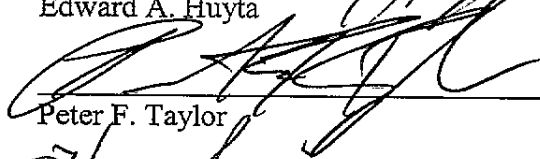
By:

  
Peter F. Taylor, Secretary

By:

  
Edward A. Huyta, President

  
Edward A. Huyta

  
Peter F. Taylor

  
Hazel Berik

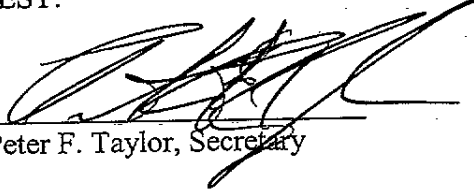
All of the directors of Oakwood Healthcare Foundation, Inc., a Kansas corporation.



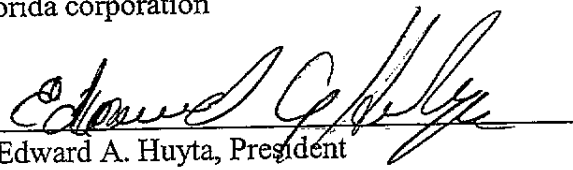
**OAKWOOD HEALTHCARE  
FOUNDATION, INC.**  
a Florida corporation


ATTEST:


By:


  
Peter F. Taylor, Secretary

By:

  
Edward A. Huyta, President

  
Edward A. Huyta

  
Peter F. Taylor

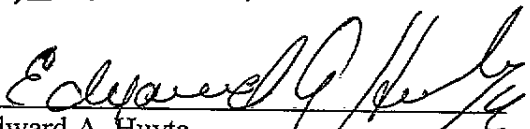
  
Hazel Berik

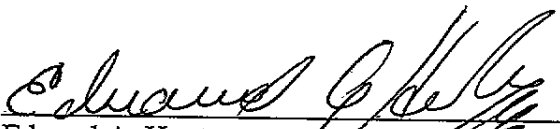
All of the directors of Oakwood Healthcare Foundation, Inc., a Florida corporation.

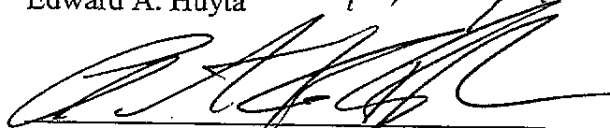
### CONSENT TO MERGER

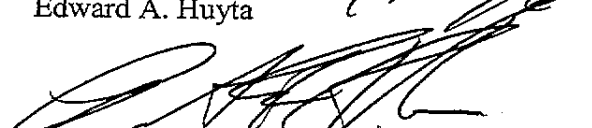
We, the Members of the respective constituent corporations have determined it to be in the best interests of the corporations that the corporations enter into the Agreement and Plan of Merger dated October 17, 2001, by and between Oakwood Healthcare Foundation, Inc., a Florida corporation, and Oakwood Healthcare Foundation, Inc., a Kansas corporation, and we hereby authorize the execution of all documents relating to the merger thereof. The respective Presidents of the corporations are directed to take all actions necessary to effect the purposes and intent of said merger.


**IN WITNESS WHEREOF**, the undersigned have executed this Consent effective as of the 17 day of October, 2001.


  
Edward A. Huyta

  
Edward A. Huyta

  
Peter F. Taylor

  
Peter F. Taylor

  
Hazel Berik

  
Hazel Berik

All of the Members of  
Oakwood Healthcare Foundation, Inc.,  
a Florida corporation

All of the Members of  
Oakwood Healthcare Foundation, Inc.,  
a Kansas corporation