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URGENT!

MERGER OR SHARE EXCHANGE

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Cleveland Clinic Florida Health System Nonprofit Cor

Certificate of Status	1
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H06000240698 3

**CERTIFICATE OF MERGER
OF
TCC PARTNERS
WITH AND INTO**

CLEVELAND CLINIC FLORIDA HEALTH SYSTEM NONPROFIT CORPORATION

The following Certificate of Merger has been duly adopted and is submitted in accordance with the Section 620.8918 of the Florida Revised Uniform Partnership Act:

EFFECTIVE DATE
10/1/06

First: The name and jurisdiction of the merging entity, a Florida general partnership ("Merging Entity") is:

GP01-629

<u>Name</u>	<u>Form</u>	<u>Jurisdiction</u>
TCC Partners	General Partnership	Florida

Second: The name and jurisdiction of the surviving not for profit corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Form</u>	<u>Jurisdiction</u>
Cleveland Clinic Florida Health System Nonprofit Corporation	Not for Profit Corporation	Florida N916-4380

Third: On the Effective Date (as defined below), Merging Entity shall be merged with and into Surviving Corporation and the separate existence of Merging Entity shall cease (the "Merger"). Surviving Corporation is the surviving not for profit corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

Fourth: The Merger shall become effective ("Effective Date") on the latter of October 1, 2006 or the date of filing this Certificate of Merger with the Florida Department of State.

Fifth: In accordance with Chapter 620 of the Florida Statutes, the Plan of Merger was approved by the unanimous written consent of the partners of Merging Entity, dated September 29, 2006.

Sixth: In accordance with Chapter 617 of the Florida Statutes, the Plan of Merger was approved by the Board of Trustees of Surviving Corporation by unanimous written consent dated as of September 29, 2006.

H06000240698 3

IN WITNESS WHEREOF, the parties have executed and delivered this Certificate of Merger as of September 29, 2006.

TCC PARTNERS, a Florida general partnership

By its Partners:

THE CLEVELAND CLINIC FOUNDATION

By: 
Name: Michael P. O'Boyle
Title: Chief Operating Officer

CLEVELAND CLINIC FLORIDA WESTON LLC

By: 
Name: Michael P. O'Boyle
Title: Chief Operating Officer

CLEVELAND CLINIC FLORIDA HEALTH SYSTEM
NONPROFIT CORPORATION, a Florida not for profit
corporation


By: 
Name: Michael P. O'Boyle
Title: Chief Operating Officer

EXHIBIT A
PLAN OF MERGER
BETWEEN
CLEVELAND CLINIC FLORIDA WESTON LLC
AND
CLEVELAND CLINIC FLORIDA HEALTH SYSTEM NONPROFIT CORPORATION

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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This Plan of Merger is entered into by and among TCC Partners, a Florida general partnership, and Cleveland Clinic Florida Health System Nonprofit Corporation, a Florida not for profit corporation, for the purpose of merging, at the Effective Time (as defined below) TCC Partners with and into Cleveland Clinic Florida Health System Nonprofit Corporation in accordance with the Florida Business Corporation Act, the Florida Not for Profit Corporation Act, the Florida Revised Uniform Partnership Act, and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is Cleveland Clinic Florida Health System Nonprofit Corporation, a Florida not for profit corporation (the "Surviving Corporation"). The name and jurisdiction of the merging entity is TCC Partners, a Florida general partnership (the "Merging Entity").

2. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

(a) At the Effective Time (as defined below), Merging Entity will be merged with and into Surviving Corporation, the separate existence of Merging Entity shall cease and Surviving Corporation shall continue as the surviving corporation.

(b) The Merger shall have the effects set forth in Section 617.1106 of the Florida Not for Profit Corporation Act with respect to a merger.

3. **Effective Time.** The Merger shall become effective ("Effective Time") on the date of filing the Certificate of Merger with the Florida Department of State.

4. **Manner and Basis of Converting of Interests.** The manner and basis of converting the interests of each of Merging Entity and Surviving Corporation shall be as follows:

(a) all interests of Merging Entity (the "Merging Entity Interests") that are outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled without payment of any consideration and without conversion;

(b) the holders of the Merging Entity Interests shall cease to have any rights with respect to the Merging Entity Interests;

(c) the interests of Surviving Corporation shall not be affected by the Merger.

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

6. Bylaws of Surviving Corporation. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

7. Approval. The Merger has previously been submitted to and approved by the Board of Trustees of Surviving Corporation and all of the partners of Merging Entity. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger contemplated by this Plan of Merger.

8. Termination. Notwithstanding the approval of this Plan of Merger by the Board of Trustees of Surviving Corporation and the partners of Merging Entity, the Merger may be abandoned at any time prior to the Effective Time, but not later than the Effective Time, upon the consent of both Surviving Corporation and Merging Entity.

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

10. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise. This Plan of Merger may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

[Signature Page Follows]

H06000240698 3

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of September 29, 2006.

TCC PARTNERS, a Florida general partnership

By its Partners:

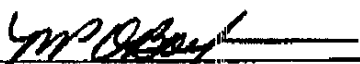
THE CLEVELAND CLINIC FOUNDATION

By: 
Name: Michael P. O'Boyle
Title: Chief Operating Officer

CLEVELAND CLINIC FLORIDA WESTON LLC

By: 
Name: Michael P. O'Boyle
Title: Chief Operating Officer

CLEVELAND CLINIC FLORIDA HEALTH SYSTEM
NONPROFIT CORPORATION, a Florida not for profit
corporation →

By: 
Name: Michael P. O'Boyle
Title: Chief Operating Agreement