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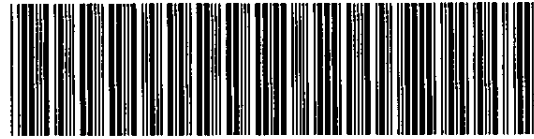
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*Effective
9-30-12*

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DIVISION OF CORPORATIONS
2012 SEP 28 AM 10:56

C. LEWIS
OCT -1 2012
EXAMINER



PHILIP M. SPRINKLE II
t: (404) 962-3573 (888) 360-9093
f: (866) 811-7365
e: psprinkle@balch.com

September 27, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of Brevard Vascular Associates, LLC, Baytree Medical Associates, LLC, Cardiology Associates of Brevard, LLC, First Care Family Physicians, LLC, GI Associates of Brevard, LLC, Neurology Associates of Melbourne, LLC, The Clinic at Wal Mart Operated by SCHF, LLC, SCHF Multispecialty Physicians, LLC, SCHF Partners in Women's Health, LLC, Dzuy Le, MD, LLC, Gastroenterology Associates of Brevard, LLC, Neurology Associates of Brevard, LLC, Omni Health, LLC, Robert C Udell, DO, LLC, Space Coast Endocrinology, LLC, Orthopaedic Associates of Brevard, LLC, Robert H. Paxson, MD, LLC, Surgical Associates of Brevard, LLC, all Florida limited liability companies (the "Merging Entities") into SCHF Family Physicians, Inc., a Florida not for profit corporation (the "Surviving Entity").

Dear Sir/Madame:

Enclosed herein, please find: (1) Articles of Merger and (2) Plan of Merger for the merger of Brevard Vascular Associates, LLC, Baytree Medical Associates, LLC, Cardiology Associates of Brevard, LLC, First Care Family Physicians, LLC, GI Associates of Brevard, LLC, Neurology Associates of Melbourne, LLC, The Clinic at Wal Mart Operated by SCHF, LLC, SCHF Multispecialty Physicians, LLC, SCHF Partners in Women's Health, LLC, Dzuy Le, MD, LLC, Gastroenterology Associates of Brevard, LLC, Neurology Associates of Brevard, LLC, Omni Health, LLC, Robert C Udell, DO, LLC, Space Coast Endocrinology, LLC, Orthopaedic Associates of Brevard, LLC, Robert H. Paxson, MD, LLC, Surgical Associates of Brevard, LLC, all Florida limited liability companies (the "Merging Entities") into SCHF Family Physicians, Inc., a Florida not for profit corporation (the "Surviving Entity").

Please note that the designated effective date of the merger is **September 30, 2012**. Additionally, as indicated in the Articles of Merger and Plan of Merger, the name of the Surviving Entity is changing from SCHF Family Physicians, Inc. to **"SCHF Physician Practices Wind-Down, Inc."**

We respectfully request that you return to us at your earliest convenience a certified copy of the filed documents. Enclosed herein is a certified check in the amount of \$673.75, which represents the

BALCH & BINGHAM LLP

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required filing fee of \$35.00 for each of the 19 entities involved in the merger and \$8.75 for the certified copy.

If you should have any questions regarding the foregoing merger, or if you need any additional documentation, please do not hesitate to contact me at psprinkle@balch.com or (888) 360-9093 or my associate, Ms. Jennifer Tyler, at jtyler@balch.com or (404) 962-3558.

Thank you so much for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "P. Sprinkle II", with a large, stylized initial "P" and a long horizontal flourish extending to the right.

Philip M. Sprinkle II

PMS:jet

Enclosures

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ARTICLE 56
OF MERGER

LO7000011797
LD9000111690
L10000035813

LD7000101269

BREVARD VASCULAR ASSOCIATES, LLC, BAYTREE MEDICAL ASSOCIATES, LLC, CARDIOLOGY ASSOCIATES OF BREVARD, LLC, FIRST CARE FAMILY PHYSICIANS, LLC, GI ASSOCIATES OF BREVARD, LLC, NEUROLOGY ASSOCIATES OF MELBOURNE, LLC, THE CLINIC AT WAL MART OPERATED BY SCHF, LLC, SCHF MULTISPECIALTY PHYSICIANS, LLC, SCHF PARTNERS IN WOMEN'S HEALTH, LLC, GASTROENTEROLOGY ASSOCIATES OF BREVARD, LLC, NEUROLOGY ASSOCIATES OF BREVARD, LLC, OMNI HEALTH, LLC, ROBERT C UDELL, DO, LLC, SPACE COAST ENDOCRINOLOGY, LLC, ORTHOPAEDIC ASSOCIATES OF BREVARD, LLC, ROBERT H. PAXSON, MD, LLC, SURGICAL ASSOCIATES OF BREVARD, LLC,

LO6000044541
L10000035818

all Florida limited liability companies

LD9000076777

INTO

LO6000054642

SCHF FAMILY PHYSICIANS, INC.
a Florida not for profit corporation

LO7000005164

LD9000076771

N96000005184

LO8000044753

LO9000042263

LO9000093610

LD9000093615

LO8000111642

LO8000044758

LO9000047294

Pursuant to, among other sections, Florida Statutes Sections 617.0302(16), 617.1101, and

617.1105, and by virtue of Section 617.1908, Sections 607.0101 et seq. and pursuant to, among other sections, Section 608.438 of the Florida Limited Liability Company Act, Florida Statutes Sections 608.401 et seq. (collectively referred to as the "Acts"), Brevard Vascular Associates, LLC, Baytree Medical Associates, LLC, Cardiology Associates of Brevard, LLC, First Care Family Physicians, LLC, GI Associates of Brevard, LLC, Neurology Associates of Melbourne, LLC, The Clinic at Wal Mart Operated by SCHF, LLC f/k/a The Clinic at Wal Mart Operated by Wuesthoff Health System, LLC, SCHF Multispecialty Physicians, LLC f/k/a Wuesthoff Multispecialty Physicians, LLC, SCHF Partners in Women's Health, LLC f/k/a Wuesthoff Partners in Women's Health, LLC, Gastroenterology Associates of Brevard, LLC, Neurology Associates of Brevard, LLC, OMNI Health, LLC, Robert C. Udell, DO, LLC, Space Coast Endocrinology, LLC, Orthopaedic Associates of Brevard, LLC, Robert H. Paxson, MD, LLC,

MD, LLC, Surgical Associates of Brevard, LLC, (collectively referred to as the "Merging Entities") all of which are Florida limited liability companies and all of which have been qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (sometimes hereinafter referred to as the "Code"), and SCHF Family Physicians, Inc., f/k/a Wuesthoff Family Physicians, Inc., ("Surviving Entity"), a Florida not for profit corporation, hereby execute these Articles of Merger for the purpose of merging the Merging Entities with and into SCHF Family Physicians, Inc. (the "Merger"). The Merger is permitted by the laws of the State of Florida.

ARTICLE ONE

The Merging Entities are all Florida limited liability companies. All of the Merging Entities are wholly-owned subsidiaries of Space Coast Health Foundation, Inc. ("SCHF"), a Florida not for profit corporation.

ARTICLE TWO

The Surviving Entity is SCHF Family Physicians, Inc., a Florida not for profit corporation. The Surviving Entity is qualified as tax-exempt under Section 501(c)(3) of the Code. The Surviving Entity is also a wholly-owned subsidiary of SCHF.

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ARTICLE THREE

The Plan of Merger setting forth the terms and conditions of the Merger is attached as Exhibit A hereto and made a part hereof.

ARTICLE FOUR

The attached Plan of Merger and these Articles of Merger were unanimously approved on July 23, 2012 at a duly called and convened meeting by the respective Boards of Directors, Managers, and Sole Member of each of the Merging Entities and the Surviving Entity in accordance with the applicable provisions of the Acts. There are no other members of those Merging Entities that are Florida limited liability companies and, therefore, the notice requirements of Section 608.4381 are otherwise waived.

ARTICLE FIVE

In addition to the unanimous approval of the attached Plan of Merger and these Articles of Merger, Article I of the Surviving Entity's First Amended and Restated Articles of Incorporation is deleted in its entirety and the following is inserted in lieu thereof:

"ARTICLE I - NAME

The name of this corporation (the 'Corporation') shall be:

"SCHF PHYSICIAN PRACTICES WIND-DOWN, INC."

Said amendment to the Surviving Entity's First Amended and Restated Articles of Incorporation shall be effective on the Effective Date, as hereinafter defined.

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ARTICLE SIX

The Merger shall become effective on September 30, 2012 (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of the Merging Entities and the Surviving Entity as of the 23rd day of July, 2012.

SURVIVING ENTITY:

SCHF FAMILY PHYSICIANS, INC.

By: Space Coast Health Foundation, Inc.

Its: Sole Member

By: _____

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: SCHF Family Physicians, Inc.

Its: Board of Directors

By: _____

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: _____

Name: Bill Bancroft

Title: Director

By: _____

Name: Valerie Browne-Krimsely

Title: Director

By: _____

Name: James Dwight

Title: Director

By: _____

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Name: Larry Schultz

Title: Director

By: 

Name: Scott Huff

Title: Director

NON-SURVIVING ENTITIES:

BREVARD VASCULAR ASSOCIATES, LLC ¹

BAYTREE MEDICAL ASSOCIATES, LLC ²

CARDIOLOGY ASSOCIATES OF BREVARD, LLC ³

FIRST CARE FAMILY PHYSICIANS, LLC ⁴

GI ASSOCIATES OF BREVARD, LLC ⁵

NEUROLOGY ASSOCIATES OF MELBOURNE, LLC ⁶

THE CLINIC AT WAL MART OPERATED BY SCHF, LLC ⁷

SCHF MULTISPECIALTY PHYSICIANS, LLC ⁸

SCHF PARTNERS IN WOMEN'S HEALTH, LLC ⁹

GASTROENTEROLOGY ASSOCIATES OF BREVARD, LLC ¹¹

NEUROLOGY ASSOCIATES OF BREVARD, LLC ¹²

OMNI HEALTH, LLC ¹³

ROBERT C UDELL, DO, LLC ¹⁴

SPACE COAST ENDOCRINOLOGY, LLC ¹⁵

ORTHOPAEDIC ASSOCIATES OF BREVARD, LLC ¹⁶

ROBERT H. PAXSON, MD, LLC ¹⁷

SURGICAL ASSOCIATES OF BREVARD, LLC ¹⁸

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By: SCHF Family Physicians, Inc., the Sole
Member

By: 

Name: Fran Pickett

Title: Chairperson, Board of Directors

By: The Managers of each Non-Surviving Entity

By: 

Name: Fran Pickett

Title: CHAIRPERSON, BOARD OF DIRECTORS

By: Valerie Browne Krimseley
Name: Valerie Browne-Krimseley
Title: DIRECTOR

By: L. Schultz
Name: Larry Schultz
Title: DIRECTOR

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PLAN OF MERGER

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BREVARD VASCULAR ASSOCIATES, LLC, BAYTREE MEDICAL ASSOCIATES, LLC, CARDIOLOGY ASSOCIATES OF BREVARD, LLC, FIRST CARE FAMILY PHYSICIANS, LLC, GI ASSOCIATES OF BREVARD, LLC, NEUROLOGY ASSOCIATES OF MELBOURNE, LLC, THE CLINIC AT WAL MART OPERATED BY SCHF, LLC, SCHF MULTISPECIALTY PHYSICIANS, LLC, SCHF PARTNERS IN WOMEN'S HEALTH, LLC, GASTROENTEROLOGY ASSOCIATES OF BREVARD, LLC, NEUROLOGY ASSOCIATES OF BREVARD, LLC, OMNI HEALTH, LLC, ROBERT C UDELL, DO, LLC, SPACE COAST ENDOCRINOLOGY, LLC, ORTHOPAEDIC ASSOCIATES OF BREVARD, LLC, ROBERT H. PAXSON, MD, LLC, SURGICAL ASSOCIATES OF BREVARD, LLC, all Florida limited liability companies

INTO

**SCHF FAMILY PHYSICIANS, INC.
a Florida not for profit corporation**

This Plan of Merger (the "Plan") is between Brevard Vascular Associates, LLC, Baytree Medical Associates, LLC, Cardiology Associates of Brevard, LLC, First Care Family Physicians, LLC, GI Associates of Brevard, LLC, Neurology Associates of Melbourne, LLC, The Clinic at Wal Mart Operated by SCHF, LLC f/k/a The Clinic at Wal Mart Operated by Wuesthoff Health System, LLC, SCHF Multispecialty Physicians, LLC f/k/a Wuesthoff Multispecialty Physicians, LLC, SCHF Partners in Women's Health, LLC f/k/a Wuesthoff Partners in Women's Health, LLC, Gastroenterology Associates of Brevard, LLC, Neurology Associates of Brevard, LLC, OMNI Health, LLC, Robert C. Udell, DO, LLC, Space Coast Endocrinology, LLC, Orthopaedic Associates of Brevard, LLC, Robert H. Paxson, MD, LLC, Surgical Associates of Brevard, LLC, all of which are Florida limited liability companies (collectively referred to as the "Merging Entities"), and SCHF Family Physicians, Inc., f/k/a Wuesthoff Family Physicians, Inc., ("Surviving Entity"), a Florida not for profit corporation.

1. Declarations. The Merging Entities and the Surviving Entity are each duly organized and validly existing under Florida laws. All of the Merging Entities are wholly-owned subsidiaries of Space Coast Health Foundation, Inc. ("SCHF"), a Florida not for profit corporation. The Surviving Entity is also a wholly-owned subsidiary of SCHF. SCHF desires the merger of the Merging Entities and the Surviving Entity. The purpose of this Plan is to set forth certain terms and conditions under which such transaction shall take place.

2. The Merger. At the Effective Date (as defined below), the Merging Entities shall be merged with and into the Surviving Entity and the Surviving Entity shall be the surviving entity. Upon consummation of the merger, the separate corporate existence of the Merging Entities shall thereupon cease. The separate existence of the Surviving Entity with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the merger. Upon consummation, the merger shall have the effect specified in *Fla. Stat.* § 617.1106.

3. Effective Date. Upon approval and adoption of this Plan by the respective Boards of Directors, Managers, and Sole Member of each of the Merging Entities and the Surviving Entity, the Surviving Entity shall file Articles of Merger with the Florida Department of State. The merger shall become effective upon the Effective Date as hereinafter defined.

4. Articles of Organization and Operating Agreement. Upon approval and adoption of this Plan by the respective Boards of Directors, Managers, and Sole Member of each of the Merging Entities and the Surviving Entity, Article I of the Surviving Entity's First Amended and Restated Articles of Incorporation shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE I – NAME

The name of this corporation (the 'Corporation') shall be:

"SCHF PHYSICIAN PRACTICES WIND-DOWN, INC."

Said amendment to the Surviving Entity's First Amended and Restated Articles of Incorporation shall be effective on September 30, 2012 (the "Effective Date"). The Surviving Entity's First Amended and Restated Articles of Incorporation, as amended, shall, and from and after the Effective Date, be and constitute the Articles of Incorporation of the Surviving Entity until amended in the manner provided by law.

5. Merger. As of the Effective Date, since the Merging Entity and Surviving Entity are wholly-owned subsidiaries of SCHF, the memberships of the Merging Entities shall merge with the membership of the Surviving Entity. No additional membership interests of the Surviving Entity shall be issued.

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