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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

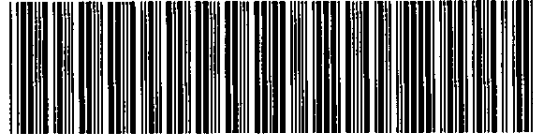
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*Effective  
9-30-12*

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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

Florida Department of State  
Division of Corporations  
September 27, 2012  
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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](mailto:psprinkle@balch.com) or (888) 360-9093 or my associate, Ms. Jennifer Tyler, at [jtyler@balch.com](mailto:jtyler@balch.com) or (404) 962-3558.

Thank you so much for your assistance.

Sincerely,



Philip M. Sprinkle II

PMS:jet

Enclosures

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ARTICLE OF MERGER

LD7000011797  
LD9000111690  
LD10000035813

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,

LD6000044541  
LD10000035818  
LD9000076777  
LD6000054642  
LD7000005164  
LD9000076771

all Florida limited liability companies

INTO

SCHF FAMILY PHYSICIANS, INC.  
a Florida not for profit corporation  
N96000005184

LD8000044753  
LD9000042263  
LD9000093610  
LD9000093615  
LD8000111642  
LD8000044758  
LD9000047294

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,

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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.

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SURVIVING ENTITY:

SCHF FAMILY PHYSICIANS, INC.

By: Space Coast Health Foundation, Inc.

Its: Sole Member

By: [Signature]  
Name: Fran Pickett  
Title: Chairperson, Board of Directors

By: SCHF Family Physicians, Inc.

Its: Board of Directors

By: [Signature]  
Name: Fran Pickett  
Title: Chairperson, Board of Directors


By: [Signature]  
Name: Bill Bancroft  
Title: Director

By: [Signature]  
Name: Valerie Browne-Krimsely  
Title: Director

By: [Signature]  
Name: James Dwight  
Title: Director

By: [Signature]

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

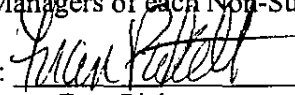
GASTROENTEROLOGY ASSOCIATES OF BREVARD, LLC 11  
NEUROLOGY ASSOCIATES OF BREVARD, LLC 12  
OMNI HEALTH, LLC 13  
ROBERT C UDELL, DO, LLC 14  
SPACE COAST ENDOCRINOLOGY, LLC 15  
ORTHOPAEDIC ASSOCIATES OF BREVARD, LLC 16  
ROBERT H. PAXSON, MD, LLC 17  
SURGICAL ASSOCIATES OF BREVARD, LLC 18

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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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