

P0800011042

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Merger + N.C.

C.COULLIETTE

DEC 31 2008

EXAMINER

08 DEC 31 PM 2:32
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 29, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7447434 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

HMA SRMC, Inc. (FL)

New Name: New Name: HMA Santa Rosa Medical Center, Inc.
Merger (Survivor)
Florida

HMA SRMC, Inc. (FL)

New Name: New Name: HMA Santa Rosa Medical Center, Inc.
Amendment (Change of Name)
Florida

HMA Santa Rosa Medical Center, LLC (FL)
Obtain Document - Misc - Certified Copy of Merger
Florida

*Please obtain certified
Copy of the merger
* check included **

*(change of name
is in the merger)*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com



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Tallahassee, FL 32301-2960

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December 30, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

RECEIVED
08 DEC 31 AM 11:18
CT LEGAL SOLUTIONS
TALLAHASSEE, FLORIDA

Re: Order #: 7447434 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

HMA SRMC, Inc. (FL)
New Name: New Name: HMA Santa Rosa Medical Center, Inc.
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

December 30, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7447434 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

CT
3

Dear Department of State, Florida:

Please obtain the following:

HMA SRMC, Inc. (FL)
New Name: New Name:
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2008

C T CORPORATION
ATTN: CHRISTINA
TALLAHASSEE, FL

SUBJECT: HMA SRMC, INC.
Ref. Number: P08000111042

We have received your document for HMA SRMC, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption for the merger and for the newly formed corporation amendment cannot be prior to the filing of the new corporation being formed. The date of the signing and the adoption are showing as the 23rd. It would have to be at least the 29th date before we could accept any of this as filable. If you have any questions or need clarification, please call.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 608A00061932

ARTICLES OF MERGER

THESE ARTICLES OF MERGER (these "*Articles*") are made between HMA SRMC, Inc., a Florida Corporation (hereinafter, "*Surviving Corporation*") and HMA Santa Rosa Medical Center, Inc., a California Corporation (hereinafter, the "*Merging Corporation*").

RECITALS:

WHEREAS, the Surviving Corporation and Merging Corporation agree to merge pursuant to the attached Plan of Merger, with the Merging Corporation merging with and into the Surviving Corporation; and

WHEREAS, the Surviving Corporation adopted Articles of Amendment to change its name immediately after such merger to "HMA Santa Rosa Medical Center, Inc.";

PROVISIONS:

NOW, THEREFORE, in consideration of the representations, promises, covenants and undertakings of the parties hereto and such other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed as follows:

1. Identity of Surviving Corporation. The name and jurisdiction of the Surviving Corporation is HMA SRMC, Inc., a Florida corporation, with Florida document # P08000111042.

2. Identity of the Merging Corporation. The name and jurisdiction of the Merging Corporation is HMA Santa Rosa Medical Center, Inc., a California corporation, with California document #C1266281 and Florida document #P07320.

3. Plan of Merger. The Plan of Merger adopted by the Surviving Corporation and Merging Corporation is attached hereto and incorporated herein as Exhibit A. The attached Plan of Merger satisfies all requirements for a Plan of Merger under §607.1101 Florida Statutes and satisfies all requirements for an Agreement of Merger under California Corporations Code §1101. Therefore, the attached Plan of Merger shall be deemed to constitute both the Florida Plan of Merger and the California Agreement of Merger, without limitation.

4. Articles of Amendment. The Surviving Corporation adopted the Articles of Amendment (the "*Amendment*") attached to the Plan of Merger to be filed with the Florida Division of Corporations simultaneously with the filing of these Articles, and which shall take effect upon the filing of the Amendment and these Articles.

5. Filing of these Articles and Effective Date. The merger shall become effective on the date the Articles are filed with the Florida Division of Corporations in

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FILED
CLERK OF SUPERIOR COURT
JANUARY 1, 2009

accordance with §607.1105, Florida Statutes. After these Articles are so filed, a copy of these Articles certified by the Florida Division of Corporations shall be filed by the Merging Corporation with the California Secretary of State pursuant to and in fulfillment of California Corporations Code §1108(d)(1).

6. **Adoption of Merger by Surviving Corporation.** The Plan of Merger was unanimously adopted by the sole shareholder of the Surviving Corporation on December 23, 2008.

7. **Adoption of Merger by Merging Corporation.** The Plan of Merger was unanimously adopted by the sole shareholder of the Merging Corporation on December 29, 2008.

8. **Governing Law.** These Articles shall be interpreted, construed and enforced in accordance with the laws of the State of Florida, without reference to the principles of conflicts of laws.

9. **Entire Agreement.** These Articles, the attached Plan of Merger, the Articles of Amendment of the Surviving Corporation attached to the Plan of Merger, and such consents and agreements executed in connection thereof contain the sole and entire agreement and understanding of the parties with respect to the subject matter hereof. Any and all prior discussions, negotiations, commitments and understandings relating thereto are hereby merged in these Articles.

10. **Partial Invalidity.** If any provision of these Articles is held invalid or unenforceable by competent authority, that provision will be construed so as to be limited or reduced to be enforceable to the maximum extent compatible with the law as it shall then appear. The invalidity or unenforceability of any particular provision of these Articles will not affect other provisions and these Articles will be construed in all respects as if the invalid or unenforceable provision were omitted.

11. **Counterparts.** These Articles may be executed in any number of counterparts and each of such counterparts shall for all purposes be binding, notwithstanding that all of the parties thereto are not signatories to the same counterpart.

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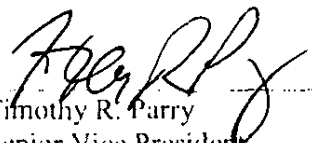
IN WITNESS WHEREOF, the undersigned execute these Articles of Merger.

HMA SRMC, Inc.

Dated: December 29, 2008

By:

Its:


Timothy R. Parry
Senior Vice President,
Secretary, and Director

HMA Santa Rosa Medical Center, Inc.

Dated: December 29, 2008

By:

Its:



Timothy R. Parry
Senior Vice President,
Secretary, and Director

EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER (the "**Plan**") is made between **HMA SRMC, Inc.**, a Florida Corporation (hereinafter, "**Surviving Corporation**") and **HMA Santa Rosa Medical Center, Inc.**, a California Corporation (hereinafter, the "**Merging Corporation**").

RECITALS:

WHEREAS, the Surviving Corporation and Merging Corporation desire to set forth a Plan of Merger to merge the Merging Corporation with and into the Surviving Corporation, in satisfaction of both the requirements for a Plan of Merger pursuant to §607.1101, Florida Statutes, and the requirements for an Agreement of Merger pursuant to the California Corporations Code, §1101, and in accordance with the laws of any other applicable jurisdiction;

PROVISIONS:

NOW, THEREFORE, in consideration of the representations, promises, covenants and undertakings of the parties hereto and such other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed as follows:

1. **Identity of Surviving Corporation.** The name and jurisdiction of the Surviving Corporation of the merger is HMA SRMC, Inc., a Florida corporation.

2. **Identity of Merging Corporation.** The name and jurisdiction of the Merging Corporation is HMA Santa Rosa Medical Center, Inc., a California corporation.

3. **Terms and Conditions of the Merger.** The Merging Corporation shall merge with and into the Surviving Corporation, effective on the date Articles of Merger are filed with the Florida Division of Corporations.

4. **Shares of Merging Corporation's Shareholder.** The manner and basis of converting the shares of the Merging Corporation into shares, property, rights, obligations, or other securities of the Surviving Corporation as a result of such merger is that the Shareholder of the Merging Corporation shall receive no new shares in the Surviving Corporation and its shares in the Merging Corporation shall be cancelled without consideration. As the sole Shareholder of the Merging Corporation is the sole Shareholder of the Surviving Corporation, such Shareholder will hold the same proportion of shares, with identical designations, preferences, limitations, and relative rights in the Surviving Corporation without action.

5. **Articles of Amendment of the Surviving Corporation.** Articles of Amendment of the Surviving Corporation (the "**Amendment**"), in substantially the form attached hereto and incorporated herein as Exhibit "1," and in final form and substance approved by an officer of the Surviving Corporation, shall be filed simultaneous with the

Articles of Merger with the Florida Division of Corporations, and which shall be effective on the date the Amendment and the Articles of the Merger are filed.

6. **Cooperation.** The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the merger.

7. **Partial Invalidity.** If any provision of this Plan is held invalid or unenforceable by competent authority, that provision will be construed so as to be limited or reduced to be enforceable to the maximum extent compatible with the law as it shall then appear. The invalidity or unenforceability of any particular provision of this Plan will not affect other provisions and this Plan will be construed in all respects as if the invalid or unenforceable provision were omitted.

8. **Counterparts.** This Plan may be executed in any number of counterparts and each of such counterparts shall for all purposes be binding, notwithstanding that all of the parties thereto are not signatories to the same counterpart.

9. **Title of Document.** As this Plan satisfies all the requirements of an Agreement of Merger under the California Corporations Code, §1101, it shall be deemed to be both the Surviving Corporation's Plan of Merger under Florida law and the Merging Corporation's Agreement of Merger under California law, regardless of the document's title.

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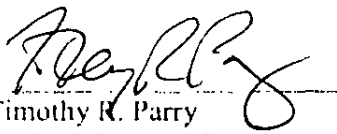
IN WITNESS WHEREOF, the undersigned sign and execute this Plan of Merger.

HMA SRMC, Inc.

Dated: December 29, 2008

By:

Its:


Timothy R. Parry
Senior Vice President,
Secretary, and Director

HMA Santa Rosa Medical Center, Inc.

Dated: December 29, 2008

By:

Its:

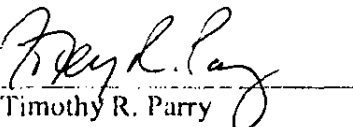

Timothy R. Parry
Senior Vice President,
Secretary, and Director

EXHIBIT "1"

ARTICLES OF AMENDMENT OF THE
SURVIVING CORPORATION

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HMA SRMC, Inc.

THESE ARTICLES OF AMENDMENT (these "*Amendments*") are made by HMA SRMC, Inc., a Florida Corporation (hereinafter, the "*Corporation*").

RECITALS:

WHEREAS, pursuant to a Plan of Merger, the California corporation HMA Santa Rosa Medical Center, Inc. will merge with and into the Corporation; and

WHEREAS, the Corporation desires to change its name after such merger to HMA Santa Rosa Medical Center, Inc. through these Amendments;

PROVISIONS:

NOW, THEREFORE, in consideration of the representations, promises, covenants and undertakings and such other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, and pursuant to the provisions of §607.1006, Florida Statutes, the Corporation adopts the following amendments to its Articles of Incorporation (its "*Articles*"):

1. Identity before Filing. The name and jurisdiction of the Corporation immediately prior to the filing of these Amendments is HMA SRMC, Inc., a Florida corporation incorporated on December 29, 2008.

2. Identity after Filing. The name and jurisdiction of the Corporation is immediately following the filing of these Amendments is HMA Santa Rosa Medical Center, Inc., a Florida corporation incorporated on December 29, 2008.

3. Revision to Article I. Article I of the Corporation's Articles shall be superseded and replaced by the following language:

"ARTICLE I. Name. The name of this corporation shall be:

HMA Santa Rosa Medical Center, Inc."

4. Adoption. These Amendments were recommended by the Director and adopted on December 29, 2008, by the sole shareholder. The vote cast for the Amendments by the sole shareholder was unanimous and sufficient for approval.

5. Effective Date. The effective date of these Articles of Amendment shall be when they are filed with the Florida Division of Corporations.

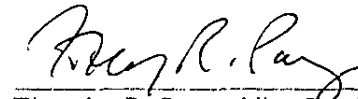
6. No Other Changes. The Articles and these Amendments thereto contain the entire Articles of Incorporation, as amended herein. Any and all prior discussions, negotiations, commitments and understandings relating thereto are hereby merged into the Articles of Incorporation, as amended herein.

IN WITNESS WHEREOF, the undersigned executes these Articles of Amendment.

Dated: December 29, 2008.

HMA SRMC, Inc.

By:



Timothy R. Parry, Vice President,
Secretary, and Director