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**MERGER OR SHARE EXCHANGE**  
**ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.**

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**ARTICLES OF MERGER  
OF  
FIRST COAST PRIMARY CARE, INC.  
WITH AND INTO  
ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.**

St. Vincent's Physician Enterprise, Inc., a Florida corporation ("Physician Enterprise") and First Coast Primary Care, Inc., a Florida corporation ("First Coast"), hereby deliver to the Florida Department of State for filing these Articles of Merger for the merger of First Coast with and into Physician Enterprise. Physician Enterprise will be the surviving corporation.

1. Physician Enterprise is a wholly-owned subsidiary of St. Vincent's Health System, Inc., a Florida non-profit corporation ("Parent Corporation").

2. First Coast also is a wholly-owned subsidiary of Parent Corporation.

3. The merger will become effective on December 31, 2013 (the "Effective Date").

4. A true copy of the Plan of Merger is attached hereto as Exhibit A.

5. The attached Plan of Merger was:

(a) Approved by the sole shareholder of Physician Enterprise, Parent Corporation, effective as of December 31, 2013; and

(b) Approved by the sole shareholder of First Coast, Parent Corporation, effective as of December 31, 2013.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the 31st day of December 2013.

**FIRST COAST PRIMARY CARE, INC.**  
a Florida corporation

By J. Hugh Middlebrooks  
J. Hugh Middlebrooks  
As its Chief Legal Officer

**ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.**  
a Florida corporation

By J. Hugh Middlebrooks  
J. Hugh Middlebrooks  
As its Chief Legal Officer

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Exhibit A

**PLAN OF MERGER  
OF  
FIRST COAST PRIMARY CARE, INC.  
WITH AND INTO  
ST. VINCENT'S PHYSICIAN ENTERPRISE, INC.**

1. The names of the corporations planning to merge are **St. Vincent's Physician Enterprise, Inc.**, a Florida corporation ("Physician Enterprise"), and **First Coast Primary Care, Inc.**, a Florida corporation ("First Coast"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan of Merger"), and in accordance with §§ 607.1101 et seq. of the Florida Business Corporation Act (the "Act"), First Coast will be merged with and into Physician Enterprise, the separate corporate existence of First Coast will cease, and Physician Enterprise will continue as the surviving corporation (the "Merger").

2. The Merger will be effective on December 31, 2013 (the "Effective Date").

3. On the Effective Date of the Merger, the effect of the Merger will be as provided in this Plan of Merger and the applicable provisions of the Act. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges, and powers of First Coast will vest in Physician Enterprise, as the surviving corporation, and all liabilities and obligations of First Coast will become the liabilities and obligations of Physician Enterprise, as the surviving corporation.

4. Each person who is a director or officer of Physician Enterprise immediately prior to the Effective Date of the Merger will continue to be a director or officer of Physician Enterprise, the surviving corporation in the Merger, from and after the Effective Date of the Merger and will serve in such capacity until his or her respective successor is duly elected or appointed, or until his or her death, resignation, or removal.

5. On the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any shareholder of First Coast, each share of common stock of First Coast issued and outstanding immediately prior to the Effective Date of the Merger will be canceled without payment of consideration of any kind, and the sole shareholder of First Coast, by virtue of the Merger, will not have any right to acquire shares, obligations, or other securities in Physician Enterprise.

6. On the Effective Date of the Merger, the Articles of Incorporation and the Bylaws of Physician Enterprise will not differ from its Articles of Incorporation and the Bylaws in effect immediately prior to the Effective Date of the Merger, and the sole shareholder of Physician Enterprise, whose shares were outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares with identical designations, preferences, limitations, and relative rights immediately after the Merger.

7. This Plan of Merger has been submitted to and approved by St. Vincent's Health System, Inc., a Florida non-profit corporation, which is the sole shareholder of Physician Enterprise and the sole shareholder of First Coast.

8. There are no other terms or conditions to the Merger.