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**MERGER OR SHARE EXCHANGE  
MEMORIAL HEALTHCARE GROUP, INC.**

Certificate of Status	0
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850-617-6381 8/3/2015 1:09:19 PM PAGE 1/001 Fax Server



August 3, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MEMORIAL HEALTHCARE GROUP, INC.  
P.O. BOX 750  
NASHVILLE, TN 37202US

SUBJECT: MEMORIAL HEALTHCARE GROUP, INC.  
REF: P94000083358

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 7/31

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the statute number from 620.1109 in the first paragraph on page 1 of the articles of merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H15000185632  
Letter Number: 415A00016241

**ARTICLES OF MERGER MERGING  
MEMORIAL SURGICARE, LTD.  
(a Florida limited partnership)  
WITH AND INTO  
MEMORIAL HEALTHCARE GROUP, INC.  
(a Florida corporation)**

FILED  
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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1109 and 620.2108 of the Florida Statutes (the "Act"), Memorial Surgicare, Ltd., a Florida limited partnership ("Merging Partnership"), and Memorial Healthcare Group, Inc., a Florida corporation ("Surviving Corporation"), hereby submit the following Articles of Merger:

1. The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Memorial Surgicare, Ltd.	Florida	Limited Partnership
Memorial Healthcare Group, Inc.	Florida	Profit Corporation

2. The exact name, form/entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Memorial Healthcare Group, Inc.	Florida	Profit Corporation

3. The attached plan of merger was approved by Memorial Surgicare, Ltd. in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

4. The attached plan of merger was approved by Memorial Healthcare Group, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.


[Signature page follows]

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IN WITNESS WHEREOF, each of the undersigned has duly caused these Articles of Merger to be executed by the undersigned officers as of this 28<sup>th</sup> day of July, 2015.

**MEMORIAL SURGICARE, LTD.**

By Memorial Healthcare Group, Inc., its  
General Partner

By:   
Name: John M. Franck II  
Title: *Vice President and Assistant Secretary*  
Date: July 28, 2015

**MEMORIAL HEALTHCARE GROUP,  
INC.**

By:   
Name: Natalie H. Cline  
Title: *Vice President and Secretary*  
Date: July 28, 2015

**PLAN OF MERGER  
OF  
MEMORIAL SURGICARE, LTD.  
(a Florida limited partnership)  
WITH AND INTO  
MEMORIAL HEALTHCARE GROUP, INC.  
(a Florida corporation)**

This Plan of Merger (the "Plan") is made and entered into as of this July 31, 2015 by and between Memorial Healthcare Group, Inc., a Florida corporation (the "Surviving Corporation"), and Memorial Surgicare, Ltd., a Florida limited partnership (the "Merging Partnership").

WHEREAS, the board of directors and sole shareholder of the Surviving Corporation and the general partner and limited partner of the Merging Partnership have approved the merger of the Merging Partnership with and into the Surviving Corporation (the "Merger"), pursuant to the terms and provisions of this Plan.

NOW, THEREFORE, in consideration of the foregoing, the Surviving Corporation and the Merging Partnership agree as follows:

1. Constituent Entities. The names of the entities planning to merge are Memorial Healthcare Group, Inc., a Florida corporation, and Memorial Surgicare, Ltd., a Florida limited partnership.
2. Surviving Entity. The name of the surviving entity is Memorial Healthcare Group, Inc., a Florida corporation.
3. Terms and Conditions. The terms and conditions of the Merger are as follows:
  - (a) At the Effective Time (as hereinafter defined), the Merging Partnership shall be merged with and into the Surviving Corporation, and the Surviving Corporation will survive the Merger.
  - (b) The name of the Surviving Corporation shall continue to be Memorial Healthcare Group, Inc.
  - (c) The separate existence and organization of the Merging Partnership shall cease.

(d) The Articles of Incorporation of the Surviving Corporation immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation immediately after the Effective Time. The Bylaws of the Surviving Corporation immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation immediately after the Effective Time.

(e) Title to all properties, real, personal and mixed, tangible and intangible, owned by the Merging Partnership at the Effective Time shall be vested in the Surviving Corporation at such time, and all other assets and liabilities of the Merging Partnership shall become assets and liabilities of the Surviving Corporation at such time.

(f) At the Effective Time, (i) units of partnership interest held by the partners of the Merging Partnership immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled without consideration; and (ii) each share of common stock of the Surviving Corporation held by the sole shareholder of the Surviving Corporation immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of common stock in the Surviving Corporation. There are no outstanding rights to acquire interests, shares, obligations or other securities with respect to either Merging Partnership or Surviving Corporation.

4. Other Matters. At any time after the Effective Time, the Surviving Corporation shall have the power and authority to take any action in the name and on behalf of the Merging Partnership in order to carry out and effectuate the transactions contemplated by this Plan, including without limitation the execution and delivery of any document and all deeds and instruments necessary or desirable to vest in the Surviving Corporation record title and possession of the assets of the Merging Partnership.

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Executed as of July 28, 2015.

MEMORIAL HEALTHCARE GROUP, INC.

By: 

John M. Franck II

*Vice President and Assistant Secretary*

MEMORIAL SURGICARE, LTD.

BY MEMORIAL HEALTHCARE GROUP, INC.,  
Its General Partner

By: 

Natalie H. Cline

*Vice President and Secretary*