

P96000077045

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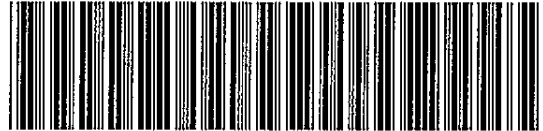
(Business Entity Name)

(Document Number)

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merger

04/19/04--01026--018 **78.75

FILED

04 APR 19 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 APR 19 AM 10:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger

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CORPORATION NAME

1. HOLMES COUNTY CLINC CORP. MERGING
INTO: INACTCO, INC.

CHECK # 1185

AMOUNT \$ 78.75

PLEASE RETURN THE FOLLOWING:

☒ CERTIFIED COPY ☐ PLAIN PHOTOCOPY
☐ CERTIFICATE OF GOOD STANDING / STATUS

DOCUMENT TYPE:

☐ NEW FILING
☐ AMENDMENT
☐ REGISTRATION / QUALIFICATION
☒ OTHER MERGER

Examiner's Initials

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED
06 APR 19 PM 3:26
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INACTCO, Inc.	Delaware	N/A

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Holmes County Clinic Corp.	Florida	P96000077045

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 14, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 14, 2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

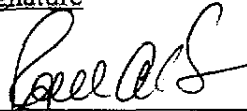
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

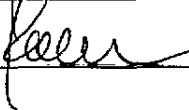
Typed or Printed Name of Individual & Title

INACTCO, Inc.



Rachel A. Seifert, SVP, Sec'y & Gen. Counsel

Holmes County Clinic Corp.



Rachel A. Seifert, SVP, Sec'y & Gen. Counsel

**AGREEMENT OF MERGER
OF
HOLMES COUNTY CLINIC CORP.
AND
INACTCO, INC.**

AGREEMENT OF MERGER entered into on April 14, 2004, by Holmes County Clinic Corp., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on April, 13, 2004, and entered into on April 14, 2004, by INACTCO, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on April 13, 2004.

WHEREAS, Holmes County Clinic Corp. is a business corporation of the State of Florida with its registered office therein located at 526 E. Park Avenue, Tallahassee, Florida 32301; and

WHEREAS, the total number of shares of stock which Holmes County Clinic Corp. has authority to issue is 1,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS, INACTCO, Inc. is a business corporation of the State of Delaware with its registered office therein located at 9 East Loockerman Street, Suite 1B, Dover, Delaware 19901; and

WHEREAS, the total number of authorized shares of stock which INACTCO, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the Delaware General Corporation Law permits the merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, Holmes County Clinic Corp. and INACTCO, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and the best interests of said corporations and their respective shareholders to merge Holmes County Clinic Corp. with and into INACTCO, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises of the mutual agreement of the parties hereto, being thereunto duly entered into by Holmes County Clinic Corp. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by INACTCO, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Holmes County Clinic Corp. and INACTCO, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and to the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, INACTCO, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, pursuant to the provisions of the Delaware General Corporation

Law. The separate existence of Holmes County Clinic Corp., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation in force and in effect at the effective time in the State of Delaware of the merger herein provided for shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, from the effective time of the merger, cease to exist and all certificates for such stock shall be canceled and no shares of the surviving corporation shall be exchanged therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of the law of the State of Florida, does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Florida: INACTCO, Inc., c/o national Registered Agents, Inc., 9 East Lockerman Street, Suite 1B, Dover, DE 19901.

7. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for, to be effective on the date of filing the Certificate of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 14 day of April, 2004.

HOLMES COUNTY CLINIC CORP.
a Florida corporation

By: 

Rachel A. Seifert, Senior Vice President, Secretary
and General Counsel

INACTCO, INC.
a Delaware corporation

By: 

Rachel A. Seifert, Senior Vice President, Secretary
and General Counsel

**CERTIFICATE OF ASSISTANT SECRETARY OF
HOLMES COUNTY CLINIC CORP.**
a Florida corporation

The undersigned, being the Assistant Secretary of Holmes County Clinic Corp., a Florida corporation, does hereby certify that the holders of all the outstanding stock of said corporation dispensed with a meeting and vote of shareholders, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of the Delaware General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Executed this 14 day of April, 2004.

HOLMES COUNTY CLINIC CORP.

By: Robin J. Keck
Robin J. Keck
Assistant Secretary

**CERTIFICATE OF ASSISTANT SECRETARY OF
INACTCO, INC.**
a Delaware corporation

The undersigned, being the Assistant Secretary of INACTCO, Inc., a Delaware corporation, does hereby certify that the holders of all the outstanding stock of said corporation dispensed with a meeting and vote of shareholders, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of the Delaware General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Executed this 14 day of April, 2004.

INACTCO, INC.

By: Robin J. Keck
Robin J. Keck
Assistant Secretary