

P 96000081940

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUN - 1 2009

EXAMINER



CT.
a Wolters Kluwer business

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

850 222 1092 tel
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May 29, 2009

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

FILED
09 JUN - 1 PM 3:15
TALLAHASSEE, FLORIDA

Re: Order #: 7573145 SO
Customer Reference 1: FMC et al Merger
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Tenet HealthSystem North Shore, Inc. (FL)
Merger (Survivor)
Florida

MCF, Inc. (FL)
Merger (Discontinuing Company)
Florida

FMC Hospital, Ltd. (FL)
Merger (Discontinuing Company)
Florida

(4 entities total merging)
Tenet HealthSystem North Shore, Inc.
FMC Acquisition, Inc.
Mcf, Inc.
FMC Hospital, ltd.

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.

May 29, 2009

CT Corporation

Chris McNeal
Assistant Secretary

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

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TALLAHASSEE, FLORIDA

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tenet HealthSystem North Shore, Inc.	Florida	P96000081940

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FMC Acquisition, Inc. F93000003010	Delaware	FL No.: F93000003010
MCF, Inc.	Florida	L32855
FMC Hospital, Ltd.	Florida	A95000001080

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 June / 1 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 1, 2009 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
March 1, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Tenet HealthSystem North		
Shore, Inc. (FL)	<i>Kristina A. Mack</i>	Kristina A. Mack, Sole Director and Secretary
FMC Acquisition, Inc. (DE)	<i>Kristina A. Mack</i>	Kristina A. Mack, Sole Director and Secretary
MCF, Inc. (FL)	<i>Kristina A. Mack</i>	Kristina A. Mack, Sole Director and Secretary
FMC Hospital, Ltd. (FL)	<i>Kristina A. Mack</i>	Kristina A. Mack, Sole Director and Secretary of
		the General Partner: FMC Acquisition, Inc.

PLAN OF MERGER

This Plan of Merger, dated as of June 1, 2009, is entered into by and between Tenet HealthSystem North Shore, Inc., a Florida corporation ("Surviving Entity"), FMC Acquisition, Inc., a Delaware corporation ("FMC"), MCF, Inc., a Florida corporation ("MCF"), and FMC Hospital, Ltd., a Florida limited partnership ("FMCLP" and, collectively with FMC and MCF, the "Merging Entities").

I.

WHEREAS, Surviving Entity is a corporation organized under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on October 3, 1996;

WHEREAS, the Board of Directors of Surviving Entity deems it advisable that the Merging Entities be merged into Surviving Entity on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida; and

WHEREAS, the Certificate of Incorporation of Surviving Entity shall not be amended in any respect by reason of the Agreement of Merger.

II.

WHEREAS, FMC is a corporation organized under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on June 4, 1993;

WHEREAS, the aggregate number of shares that FMC has authority to issue is 100;

WHEREAS, the manner of converting the outstanding shares of FMC shall be as follows:

The 100 shares of FMC shall be contributed to Surviving Entity.

WHEREAS, the Board of Directors of FMC deems it advisable that FMC be merged into Surviving Entity on the terms and conditions herein set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida; and

WHEREAS, upon the merger becoming effective, as provided by the applicable laws of the States of Florida and Delaware, FMC and Surviving Entity shall be a single corporation, and the separate existence of FMC shall cease to exist.

III.

WHEREAS, MCF is a corporation organized under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on November 30, 1989;

WHEREAS, the aggregate number of shares that MCF has authority to issue is 800;

WHEREAS, the manner of converting the outstanding shares of MCF shall be as follows:

The 800 shares of MCF shall be contributed to Surviving Entity.

WHEREAS, the Board of Directors of MCF deems it advisable that MCF be merged into Surviving Entity on the terms and conditions herein set forth, in accordance with the applicable provisions of the statutes of the State of Florida; and

WHEREAS, upon the merger becoming effective, as provide by the applicable laws of the State of Florida, MCF and Surviving Entity shall be a single corporation, and the separate existence of MCF shall cease to exist.

IV.

WHEREAS, FMCLP is a limited partnership organized under the laws of the State of Florida, its Certificate of Limited Partnership having been filed in the Office of the Secretary of State of the State of Florida on November 1, 1995;

WHEREAS, FMC is the sole General Partner of FMCLP and MCF is the sole Limited Partner of FMCLP;

WHEREAS, the General Partner of FMCLP and the Limited Partner of FMCLP deem it advisable that FMCLP be merged into Surviving Entity on the terms and conditions herein set forth, in accordance with the applicable provisions of the statutes of the State of Florida;

WHEREAS, the General Partner of FMCLP and the Limited Partner of FMCLP deem it advisable that all member interests in FMCLP be contributed to Surviving Entity; and

WHEREAS, upon the merger becoming effective, as provided by the applicable laws of the State of Florida, FMCLP and Surviving Entity shall be a single corporation, and the separate existence of FMCLP shall cease to exist.

V.

NOW, THEREFORE, BE IT RESOLVED,

1. The Merging Entities shall be merged into Surviving Entity;
2. After the effective date of the merger, any partnership interest, assets or liabilities of the Merging Entities will be assumed by Surviving Entity;
3. The Merging Entities shall, from time to time, as and when requested by Surviving Entity, execute and deliver all such further documents and instruments and take such other further action necessary or desirable to carry out the intent and purposes of this Plan of Merger.
4. Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Entity arising from this merger; and
5. The effective date of the merger is June 1, 2009.

IN WITNESS WHEREOF, the parties have executed this Agreement.

TENET HEALTHSYSTEM NORTH
SHORE, INC., a Florida corporation

By: Kristina A. Mack
Name: Kristina A. Mack
Title: Sole Director and Secretary

FMC ACQUISITION, INC.,
a Delaware corporation

By: Kristina A. Mack
Name: Kristina A. Mack
Title: Sole Director and Secretary

MCF, INC., a Florida corporation

By: Kristina A. Mack
Name: Kristina A. Mack
Title: Sole Director and Secretary

FMC HOSPITAL, LTD., a Florida
limited partnership

By: FMC Acquisition, Inc., its
General Partner

By: Kristina A. Mack
Name: Kristina A. Mack
Title: Sole Director and Secretary