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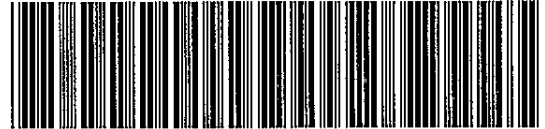
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05 DEC 12 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FL 32310

DEC 20 2005

Mason

Buchanan Ingersoll PC

ATTORNEYS

Linda L. Fleming
813-222-8199
flemingll@bipc.com

SunTrust Financial Centre
401 E. Jackson Street, Suite 2500
Tampa, FL 33602-5236
T 813 222 8180
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December 9, 2005

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

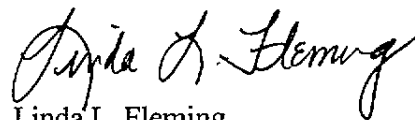
Re: Merger of Intracoastal Holdings, Inc. with Good Samaritan Medical Pavilions, Inc.

Dear Sir or Madam:

We have enclosed executed Articles of Merger of Intracoastal Holdings, Inc. with and into Good Samaritan Medical Pavilions, Inc. In addition, we have enclosed a check from this law firm in the amount of \$87.50, for the filing fee of \$70.00 for the Articles of Merger, a certified copy fee of \$8.75 for a certified copy of the Articles of Merger and a certified copy fee of \$8.75 for a certified copy of the Amended and Restated Articles of Incorporation for Good Samaritan Medical Pavilions, Inc. (the survivor corporation), which are attached to the Articles of Merger as Exhibit B (a clean original is included for filing purposes). Please provide the certified copies to me at your earliest convenience.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8199. Thank you.

Sincerely,



Linda L. Fleming

Enclosures

cc: Michael C. Hemsley, Esq., Via Fax (w/o enclosures)
Dale S. Webber, Esq. (w/enclosures)

**ARTICLES OF MERGER
OF
INTRACOASTAL HOLDINGS, INC.
INTO
GOOD SAMARITAN MEDICAL PAVILIONS, INC.**

FILED
05 DEC 12 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Florida Business Corporation Act, the undersigned corporations, desiring to effect a merger (the "Merger"), hereby certify as follows:

Article I

Intracoastal Holdings, Inc., a Florida business corporation ("IHI" or the "Merging Corporation"), is hereby merged with and into Good Samaritan Medical Pavilions, Inc., a Florida business corporation ("GSMP" or the "Surviving Corporation") such that GSMP shall be the surviving corporation in the Merger.

Article II

The name of the Surviving Corporation shall be Good Samaritan Medical Pavilions, Inc.

Article III

The Surviving Corporation is a Florida corporation and the address of its current registered office in the State of Florida is Dale S. Webber, Buchanan Ingersoll PC, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602. Upon filing of the Articles of Merger, the registered office and the registered agent of the Surviving Corporation shall remain Dale S. Webber, Buchanan Ingersoll PC, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602

Article IV

The Plan and Agreement of Merger is attached hereto as Exhibit A and incorporated herein in its entirety by reference (the "Plan of Merger").

Article V

The Plan of Merger was adopted and approved by resolutions of the Board of Directors of the Merging Corporation on December 8, 2005, and by the sole shareholder of the Merging Corporation in accordance with the Merging Corporation's Bylaws on December 8, 2005. The number of votes cast for adoption and approval of the merger was sufficient for the formal approval of the Plan of Merger.

Article VI

The Plan of Merger was adopted and approved by resolutions of the Board of Directors of IHI on December 8, 2005, and by the sole shareholder of IHI in accordance with IHI's Bylaws on December 8, 2005. The number of votes cast for adoption and approval of the merger was sufficient for the formal approval of the Plan of Merger.

Article VII

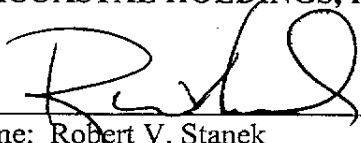
The Amended and Restated Articles of Incorporation of the Surviving Corporation, attached hereto as Exhibit B shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Articles of Incorporation or by applicable law.

Article VIII

These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 8th day of December, 2005

INTRACOASTAL HOLDINGS, INC.

By: 
Name: Robert V. Stanek
Title: President

GOOD SAMARITAN MEDICAL PAVILIONS, INC.

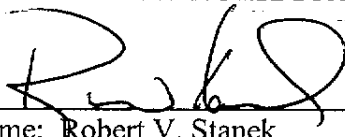
By: 
Name: Robert V. Stanek
Title: President

Exhibit A

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 8th day of December, 2005 by and between Good Samaritan Medical Pavilions, Inc., a Florida business corporation ("GSMP"), and Intracoastal Holdings, Inc., a Florida business corporation ("IHI").

WITNESSETH:

WHEREAS, GSMP was incorporated in the State of Florida on August 8, 1991, and is subject to the laws of Florida applicable to business corporations; and

WHEREAS, IHI was incorporated in the State of Florida on June 30, 1995, and is subject to the laws of Florida applicable to business corporations; and

WHEREAS, GSMP and IHI deem it advisable and in their respective best interests that IHI be merged with and into GSMP (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, 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 set forth.

ARTICLE I

PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between GSMP and IHI is adopted pursuant to the provisions of Florida Statutes, §§ 607.1101 and 607.1103 as follows:

- (a) IHI (the "Merging Corporation") shall be merged with and into GSMP with GSMP being the surviving corporation (the "Surviving Corporation") to exist and be governed by the laws of the State of Florida.
- (b) As of the effective time and date of the Merger, the separate existence of the Merging Corporation shall cease and all the property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporation.

1.02 Effective Date. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Department of State of the State of Florida.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be Good Samaritan Medical Pavilions, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporation shall be conducted by the Surviving Corporation. The principal office of GSMP immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the Board of the Surviving Corporation.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to

obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

ARTICLE II

DIRECTORS AND OFFICERS

2.01 Directors and Officers of Surviving Corporation; Authorization.

- (a) The existing Board of Directors of GSMP shall continue to serve as the Board of Directors of the Surviving Corporation until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (b) All persons who, as of the effective date of the Merger, are officers of GSMP shall remain as officers of the Surviving Corporation until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (c) The Presidents of GSMP and IHI, respectively, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this Agreement and the Articles of Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or 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 or the Merger herein provided for.

ARTICLE III

ARTICLES OF INCORPORATION AND BYLAWS

3.01 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation, attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law. The Bylaws of GSMP, as amended by the GSMP Board and shareholder as part of the merger process shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE IV

CANCELLATION AND ISSUANCE OF IHI SHARES

4.01 IHI Stock. Each share of IHI stock issued and outstanding as of the Closing Date shall by virtue of the Merger and without any action on the part of the holder thereof be canceled and retired, and the holder thereof shall be issued all of the authorized but unissued stock of GSMP in exchange therefor.

4.02 GSMP Stock. Each share of GSMP stock issued and outstanding as of the Closing Date shall by virtue of the Merger and without any action on the part of the holder thereof be canceled and retired, without additional consideration therefor.

ARTICLE V

INTERPRETATION AND ENFORCEMENT

5.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.

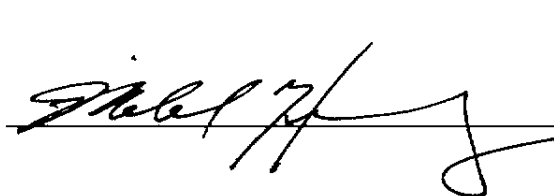

5.02 Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

5.03 Required Approvals. Each party hereto represents and warrants to the other that all required approvals to the Merger transaction contemplated herein have been obtained.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

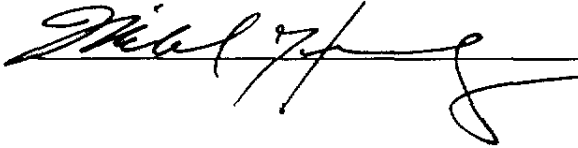
ATTEST:

GOOD SAMARITAN MEDICAL
PAVILIONS, INC., a Florida business
corporation


 By: 
Robert W. Stanek, President

ATTEST:

INTRACOASTAL HOLDINGS, INC., a
Florida business corporation

A handwritten signature in cursive script, appearing to read "Michael J. Stanek", written over a horizontal line.

By:

A handwritten signature in cursive script, appearing to read "Robert V. Stanek", written over a horizontal line.
Robert V. Stanek, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOOD SAMARITAN MEDICAL PAVILIONS, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, Good Samaritan Medical Pavilions, Inc., a Florida business corporation, adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

ARTICLE I. NAME

The name of the corporation is Good Samaritan Medical Pavilions, Inc. (the "Corporation"). The street address and mailing address of the principal office of the Corporation as of the date of the filing these Articles of Incorporation is 1645 Palm Beach Lakes Boulevard, Suite 440, West Palm Beach, Florida 33401.

ARTICLE II. PURPOSES

This Corporation is organized for the following purposes:

- a). To have and exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- b). To make gifts, grants or donations to affiliated organizations.
- c). To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

ARTICLE III. POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Directors, and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be not less than three (3) nor more than five (5). The number may be changed from time to time as provided in the Bylaws.

Section 3. Directors shall be appointed, removed and hold office as provided in the Bylaws.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE IX. REGISTERED OFFICE AND AGENT

Section 1. The street address of the registered office of this Corporation is 401 E. Jackson Street, Suite 2500, Tampa, FL 33602.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Dale S. Webber, Esquire.

ARTICLE X. CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI. INDEMNIFICATION

Section 1. The Corporation hereby indemnifies its Shareholder, any Director or Officer made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as governor, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and, in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such governor or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation. to procure a judgment in its favor by reason of such persons being or having been a Shareholder, Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a member, governor, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including: attorneys'

fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the Corporation.

Section 2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Shareholder, Director or Officer seeks indemnification were properly incurred and that such Shareholder, Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

Section 3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

Section 4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers and obligations of the Corporation to indemnify under applicable law.

ARTICLE XII. BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested in the Board of Directors of the Corporation's sole Shareholder, subject to further approval of Catholic Health East as provided for in the Bylaws of this Corporation.

ARTICLE XIII. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation's sole Shareholder, subject to further approval of Catholic Health East as provided for in the Bylaws of this Corporation.

ARTICLE XIV. DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the sole shareholder of the Corporation.

These Articles of Incorporation were approved by the Board of Directors and sole shareholder in accordance with the Corporation's Bylaws on December 8, 2005. The number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation, this 8th day of December 2005.

**GOOD SAMARITAN MEDICAL PAVILIONS,
INC.**

By: _____

Robert V. Stanek, President