State of Tennessee

BOOK 5011 PAGE 962

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IDENTIF. REFERENCE

APR 2 3 15 PM '76

REGISTER
DAVIDSON COUNTY, TENN.

Department of State

APR-2 MISC B* 8.50 * 8.50

I, JOE C. CARR, Secretary of State of the State of Tennessee, do hereby certify that the attached is a true and correct copy of the ARTICLES OF MERGER and PLAN OF MERGER of the SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida Corporation, THE CHARLOTTE HOSPITAL ASSOCIATION, INC., a nonprofit Florida Corporation, and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, a nonprofit Tennessee Corporation, Merging into a Single Corporation, SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida Corporation, as the Surviving and Continuing Corporation, with revised Charter, which was recorded in this office on the First day of April, 1976 in Corporation Record Merger Book Volume 2, Page 4651.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 1st **day of** April **in the year of our Lord nineteen hundred** 76

Secretary of State

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS INTO SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida Corporation.

Pursuant to the provisions of Section 48-906 of the Tennessee General Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The names of the undersigned corporations and the States under the laws of which each is organized are:

SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC. - a nonprofit Florida corporation

THE CHARLOTTE HOSPITAL ASSOCIATION, INC., - a nonprofit Florida corporation

NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE - a nonprofit Tennessee corporation

2. The laws of the State under which such foreign corporation is organized permit such merger.

3. The name of the surviving corporation is SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., and it is to be governed by the laws of the State of Florida.

1976 APR 1 PM 4 15

4. The attached Plan of Merger was duly approved at a meeting of the members of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE and THE CHARLOTTE HOSPITAL ASSOCIATION, INC. in the manner prescribed by law on March 18, 1976.

5. The attached Plan of Merger was duly approved at a meeting of the Boards of Trustees or Boards of Directors of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE on March 25, 1976.

6. The surviving corporation is to be governed by the laws of the State of Florida, and therefore, such surviving corporation hereby:

(a) agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and, if a corporation for profit, in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;

(b) irrevocably appoints the Secretary of State of the State of Tennessee as its agent to accept process in any such proceeding; and

(c) if a corporation for profit, agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Tennessee General Corporation Act with respect to the rights of dissenting shareholders.

7. The date that said merger will be effective shall be April 10, 1976.

8. The Plan of Merger is attached hereto and marked Exhibit "A" and by reference incorporated herein.

Dated March 25, 1976.

1976 APR 5 PM 4 15

(Corporate Seal)

SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida corporation

By Donald W. Welch (Seal)
President

Attest:

Secretary

(Corporate Seal)

THE CHARLOTTE HOSPITAL ASSOCIATION, INC., a nonprofit Florida corporation

By Donald W. Welch (Seal)
President

Attest:

Secretary

BOOK 5011 PAGE 965

(Corporate Seal)

NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, a nonprofit Tennessee corporation

By Donald W Welch (SEAL)
President

Attest:
Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DONALD W. WELCH and H. F. ROLL, President and Secretary respectively of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of March, 1976.

Notary Public
ELSIE G. ENGLAND

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES AUG. 21, 1976
BONDED THRU GENERAL INSURANCE UNDERWRITERS

1976 APR 1 PM 4 15

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments personally appeared DONALD W. WELCH and MICKEY RABUKA, President and Secretary respectively of THE CHARLOTTE HOSPITAL ASSOCIATION, INC., a nonprofit Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of March, 1976.

Notary Public
ELSIE G. ENGLAND

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES AUG. 21, 1976
BONDED THRU GENERAL INSURANCE UNDERWRITERS

STATE OF ~~TENNESSEE~~ FLORIDA

BOOK 5011 PAGE 966

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments personally appeared DONALD W. WELCH and GEORGE W. WALPER, President and Secretary respectively of NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, a nonprofit Tennessee corporation, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of March, 1976.

Elsie G. England

Notary Public

ELSIE G. ENGLAND

ELSIE G. ENGLAND NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission expires:

[illegible] 75

1976 APR 1 PM 4 15

EXHIBIT "A"

PLAN OF MERGER BOOK 5011 PAGE 967

THIS Plan of Merger is hereby proposed by and between SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida corporation, hereinafter referred to as "ADVENTIST", and THE CHARLOTTE HOSPITAL ASSOCIATION, INC., a nonprofit Florida corporation, hereinafter referred to as "CHARLOTTE" and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, a nonprofit Tennessee corporation, hereinafter referred to as "NASHVILLE",

W I T N E S S E T H :

WHEREAS, ADVENTIST and CHARLOTTE are corporations organized and existing under the laws of the State of Florida and are authorized to enter into this Plan of Merger pursuant to the laws of the State of Florida; and

WHEREAS, NASHVILLE is a corporation organized and existing under the laws of the State of Tennessee and is authorized to enter into this Plan of Merger pursuant to the laws of the State of Tennessee; and

WHEREAS, the respective Boards of Trustees or Boards of Directors and the Members of each of said corporations have determined that it is advisable that CHARLOTTE and NASHVILLE be merged into ADVENTIST on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the State of Florida and the State of Tennessee, which laws permit such merger.

The terms and conditions of the merger and the mode of carrying the same into effect shall be, as follows:

ARTICLE I

On the effective date of the merger, THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTIUTE shall merge into SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., and the separate existence of THE CHARLOTTE HOSPITAL ASSOCIATION, INC.

1976 APR 1 PM 4 16

and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE shall cease. SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC. shall be the surviving corporation and shall continue its existence under Florida law under the name of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC.

ARTICLE II

1. The revised Charter of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a copy of which is attached hereto as Appendix "A" and which represents the revised Charter filed in the Office of the Secretary of State of the State of Florida on February 24, 1976, shall continue to be the Charter and Articles of Incorporation of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., the surviving nonprofit Florida corporation, unless and until the same shall be amended in the future according to law.

2. The By-laws of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., as they exist on February 24, 1976, shall be and remain the By-laws of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., until altered, amended or repealed in the future.

ARTICLE III

Upon and after the effective date of the merger, all and singular the rights, privileges, powers, franchises and immunities, as well of a public and of a private nature, of THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTIUTE, shall be possessed by SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., subject to all the restrictions, disabilities and duties of the CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE; all and singular the rights, privileges, powers and franchises of THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, and all property, real, personal

and mixed, and all debts due to THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE on whatever account, as well for stock subscriptions as all other things in action or belonging to said corporations, shall be vested in SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC.; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC. as they were of THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE; and the title to any real estate vested by deed or otherwise in THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE shall be preserved and unimpaired, and all debts, contracts, liabilities, obligations and duties of THE CHARLOTTE HOSPITAL ASSOCIATION, INC. and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE shall, upon the effective date of the merger, attach to SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., and may be enforced against it to the same extent as if they had been incurred or contracted by it.

ARTICLE IV

The effective date of the merger shall be April 10, 1976.

1976 APR 1 PM 4 16

REVISED CHARTER

OF

BOOK 5011 PAGE 970

SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation shall be the SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC. Its principal place of business shall be at Orlando, Florida, but it shall be authorized to conduct business in the United States and its territories when lawful to do so.

ARTICLE II

PURPOSE OF INCORPORATION

The general nature of the object of the corporation is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease. More particularly, its purpose shall be to establish, own, lease, manage, maintain and operate sanitariums, hospitals, medical institutions, nursing homes, retirement homes, and treatment rooms where the sick may be treated with or without pay for services rendered; to train and qualify nurses for work and to train in the primary and intermediate branches of health and medical education, to circulate literature on health, disease, hygiene and kindred subjects; to furnish lectures and teachers to instruct people regarding the laws of life and true methods of living; to sell health foods and other goods and wares as will promote the objects and purposes of this corporation; to provide homes for the poor and destitute and orphanages for homeless children, to do all manner and kind of work whatsoever for the good of humanity and the uplifting of our fellow man; to receive gifts, legacies and donations from any source whatsoever; to make gifts and appropriations from any or all of its resources from time to time and to exercise all such power and authority as may be necessary to carry out the objects and purposes above specified. But the purpose and essence of this corporation being purely benevolent, charitable and philanthropic, it is hereby expressly declared that this is a corporation not for gain and that none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being. This corporation is a part of the Seventh-day Adventist Church organization and shall be perpetually dedicated to the accomplishments of its goals and objectives.

1976 APR 1 PM 4 16

RECORDER'S MEMO:
Legibility of Writing, Typing or Printing in This Document Unsatisfactory When Received.

ARTICLE III

CORPORATE POWERS BOOK 5011 PAGE 971

In addition to the powers granted by law, the Board of Directors shall have the power and authority to issue annuities for the life or lives of the annuitant or annuitants and to execute trust agreements, all under such conditions and upon such terms as may be approved by the Board of Directors.

ARTICLE IV

MEMBERSHIP AND MEETINGS

Section 1. MEMBERSHIP. The constituency of membership of the corporation shall consist of the duly elected members of the Southern Union Conference of Seventh-day Adventists Executive Committee, an unincorporated association, and such other persons as may be granted delegate credentials by two-thirds vote of the membership. Such additional corporation members shall serve as members of the corporation for the regular or special meeting for which they are duly qualified and elected, and have no continuing terms as members of the corporation.

Section 2. MEETINGS. The regular meetings of the membership of the corporation shall be held annually during the fourth calendar quarter of each year at the time and place determined by the membership.

ARTICLE V

T E R M

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

BOARD OF DIRECTORS

The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors which shall include among its members the Chairman, President, Vice-President, Secretary, and Treasurer of the corporation. The Board of Directors shall be elected by the membership of the corporation, and shall all be members of the Seventh-day Adventist Church in good and regular standing and shall be composed of not less than ten (10) or more than thirty (30) members. The officers shall continue in office for a term of one year. The directors shall serve for a term of three years with

1976 APR 1 PM 4 16

rotating terms with ten of their number subject to election at each regular meeting of the membership, provided that the Board is filled to its maximum number. The Board of Directors shall have the power to fill vacancies among the officers and directors between meetings of membership of the corporation.

ARTICLE VII

B Y L A W S

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds vote of the members present at any regular meeting or special meeting called for that purpose. It shall be necessary for a minimum of twenty (20) members to be present to constitute a quorum at such meeting.

ARTICLE VIII

V O T I N G

Each member present at a business meeting of the corporation shall be entitled to one vote. There shall be no proxy voting.

ARTICLE IX

D I S S O L U T I O N

In the event of dissolution of this corporation, volutarily or by legal process, the remaining assets of said corporation pursuant to Internal Revenue Code shall be paid over and distributed to the Southern Union Conference of Seventh-day Adventists so as to qualify this corporation as a charitable corporation under the Internal Revenue Code.

1976 APR 1 PM 4 16

BOOK 5011 PAGE 973

I, JOE C. CARR, Secretary of State, do hereby certify that the ARTICLES OF MERGER and PLAN OF MERGER of the SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida Corporation, THE CHARLOTTE HOSPITAL ASSOCIATION, INC., a nonprofit Florida Corporation, and NASHVILLE AGRICULTURAL AND NORMAL INSTITUTE, a nonprofit Tennessee Corporation, Merging into a Single Corporation, SOUTHERN ADVENTIST HEALTH AND HOSPITAL SYSTEM, INC., a nonprofit Florida Corporation, as the Surviving and Continuing Corporation, with revised Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 1st day of April, 1976.

JOE C. CARR,

SECRETARY OF STATE

FEE: $10.00