

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
04/07/97

CHARTER NUMBER: 893170  
ROLL AND FRAME: 5802-0751

**05802-0751**

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
COMMUNITY HEALTH PARTNERS PHYSICIANS, INC. FO	97032550501	MER	50.00
RMERLY SJ/LC PHYSICIANS, INC.	97032550501	MIS	10.00
		AMA	NO FEE
		CHN	NO FEE
		AGA	NO FEE

085882

RETURN TO: COOK AND BATISTA CO.  
ATTN J W MOENNICH  
209 6TH ST  
LORAIN OH 44052

TOTAL : 60.00

0620

05802-0752



# The State of Ohio

**Bob Taft**

Secretary of State

893170

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER MIS AMA CHN AGA

of:

COMMUNITY HEALTH PARTNERS PHYSICIANS, INC. FORMERLY SJ/LC PHYSICIANS, INC.

United States of America  
State of Ohio  
Office of the Secretary of State



Recorded on Roll 5802 at Frame 0753 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 25TH day of MARCH ,

A.D. 19 97 .

*Bob Taft*

Bob Taft  
Secretary of State

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Approved BP  
 Date 3/25/97  
 Fee 50

97032550501

Prescribed by  
 Bob Taft, Secretary of State  
 30 East Broad Street, 14th Floor  
 Columbus, Ohio 43266-0418  
 Form MER (July 1994)

**CERTIFICATE OF MERGER**

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

SJ/LC PHYSICIANS, INC.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: Community Health Partners Physicians, Inc.

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number \_\_\_\_\_

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- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio, under registration number \_\_\_\_\_
- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

## II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *no signature given is given the date, please attach a separate sheet listing the merging entities, Ohio registered or foreign qualified limited partnerships must include registration number*

Name	State/ Country of Organization	Type of Entity
<u>SJ/LC OB/GYN SERVICES, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>
<u>SJ/LC HOUSE PHYSICIANS, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>
<u>SJ/LC SPECIALTY PHYSICIANS, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>
<u>SJ/LC PEDIATRIC SERVICES, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>
<u>VICTOR J. TRZECIAK, M.D., INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>
<u>LAKELAND GUIDANCE PHYSICIANS, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>

## III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Brian C. Lockwood, SJ/LC</u> <u>Physicians, Inc., Secretary</u>	<u>3700 Kolbe Road</u> (street and number) <u>Lorain</u> <u>Ohio</u> <u>44053</u> (city, village or township) (state) (zip code)

## IV. Effective Date of Merger

This merger is to be effective:

On March 25, 1997 3/25/97  
(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

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**V. Merger Authorized**

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

**VI. Statutory Agent**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
B&B Corp. Services, Inc.	1144 West Erie Ave.
	<small>(provide street address)</small>
	Lorain 44052
	<small>(city, state or country) (zip code)</small>

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)*

**Acceptance of Agent**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

  
 Signature of Agent Daniel P. Batista

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)*

**VII. Statement of Merger**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VIII. Amendments**

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

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**IX. Qualification or Licensure of Foreign Surviving Entity**

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) (street and number)  
\_\_\_\_\_, Ohio  
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

**B. The qualifying entity also states as follows: (complete only if applicable)****1. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_
- b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_
- c. The limited liability company was organized or registered on \_\_\_\_\_ under the laws of the state/country of \_\_\_\_\_  
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_  
\_\_\_\_\_

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) signed below.

SJ/LC OB/GYN SERVICES, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

SJ/LC HOUSE PHYSICIANS, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

SJ/LC SPECIALTY PHYSICIANS, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

SJ/LC PEDIATRIC SERVICES, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

VICTOR J. TRECIAN, M.D., INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

LAKELAND GUIDANCE PHYSICIANS, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

SJ/LC PHYSICIANS, INC.

exact name of entity

By: Donald F. Blanford, M.D.  
Its: President

Date: March 24, 1997

exact name of entity

By:

Its:

Date:

exact name of entity

By:

Its:

Date:

exact name of entity

By:

Its:

Date:

(Please note that the chairman of the board, the president, vice president, secretary or an authorized secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If limited partners are required to sign, a separate sheet should be attached naming each signatory.)



JWM/ss  
03/24/97

05802-0759

**CERTIFICATE**  
**OF**  
**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SJ/LC PHYSICIANS, INC.**

now known as

**COMMUNITY HEALTH PARTNERS PHYSICIANS, INC.**

Donald F. Blanford, M.D., President and Brian C. Lockwood, Secretary of SJ/LC Physicians, Inc. an Ohio professional corporation (herein called the "Corporation") do hereby certify that, in a writing signed by the shareholder who is entitled to notice of a meeting held for that purpose, the following resolution was adopted to amend the Corporation's Articles of Incorporation.

**RESOLVED**, that the following Amended Articles of Incorporation are hereby adopted to supersede the existing Articles of Incorporation:

**FIRST:** the name of the Corporation is Community Health Partners Physicians, Inc.

**SECOND:** the location of the principal office of the Corporation is in Lorain, Lorain County, Ohio.

**THIRD:** the purpose for which said Corporation is organized shall be to practice the profession of medicine and to engage in the rendering of medical services to the general public and to do all things necessary and associated with the practice of the profession of medicine, including, but not limited to, owning, leasing and mortgaging of buildings and real estate and the purchase and ownership of personal property required for the practice of medicine and the employment of physicians and other personnel. In carrying out its purposes, the Corporation shall conduct its activities in accordance with certain Ethical Directives, as defined in its Regulations.

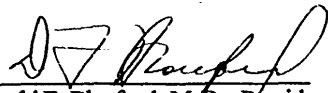
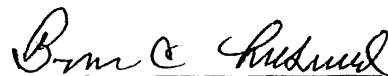
**FOURTH:** the number of shares which the Corporation is authorized to have outstanding is 500, all of which shall be common shares without par value.

**FIFTH:** the Corporation by action of its Board of Directors may purchase its own shares at any time and from time to time to the extent permitted by law.

**SIXTH:** these Amended Articles of Incorporation supersede the existing Articles of Incorporation.

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IN WITNESS WHEREOF, Donald F. Blanford, President and Brian C. Lockwood,  
Secretary acting for said Corporation have executed this Certificate this 24 day of  
March, 1997.

  
Donald F. Blanford, M.D., President  
Brian C. Lockwood, Secretary