

364687

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EMPLOYERS INSURANCE SERVICE GROUP, INC., a Florida corporation
#K52834

INTO

UNITED HEALTHCARE OF FLORIDA, INC., a Florida corporation, 364687.

File date: October 23, 1997 , effective November 1, 1997

Corporate Specialist: Karen Gibson

Document Number Only

364687

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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

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Tallahassee, FL 32301 222-1092

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State

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Phone

CORPORATION(S) NAME

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☐ NonProfit

☐ Limited Liability Co.

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☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

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ARTICLES OF MERGER
OF
EMPLOYERS INSURANCE SERVICE GROUP, INC.
A FLORIDA CORPORATION
INTO
UNITED HEALTHCARE OF FLORIDA, INC.
A FLORIDA CORPORATION

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

- FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit A.
- SECOND: The effective date of the merger is November 1, 1997.
- THIRD: The Agreement and Plan of Merger was adopted by the sole shareholder and the Board of Directors of Employers Insurance Service Group, Inc. on October 15, 1997. The Agreement and Plan of Merger was adopted by the sole shareholder and the Board of Directors of United HealthCare of Florida, Inc. on October 15, 1997.

EFFECTIVE DATE
11/1/97

Signed this 15th day of October, 1997.

UNITED HEALTHCARE OF FLORIDA, INC.
(Surviving corporation)

By: 

David P. Koppe, Vice President

EMPLOYERS INSURANCE SERVICE GROUP, INC.
(Merged corporation)

By: 

Travers H. Wills, President and CEO

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made as of October 15, 1997, between United HealthCare of Florida, Inc. ("UHC Florida" or the "Surviving Corporation"), a Florida corporation and Employers Insurance Service Group, Inc. ("EISG"), a Florida Corporation (UHC Florida and EISG being referred to collectively as "Constituent Corporations").

WITNESSETH:

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their shareholders that UHC Florida and EISG be combined by a merger (the "Merger") of EISG into UHC Florida.

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

ARTICLE I

CONSTITUENT CORPORATIONS

1.01 (a) UHC Florida was organized as a for-profit corporation under Section 607 of the Florida Corporation Law on May 26, 1970 under the name **Asociation Cubana, Inc.** On January 7, 1992, the name was changed to **C.A.C. Health Plan, Inc.** On June 1, 1984, the name was changed to **Comprehensive American Care, Inc.** On May 4, 1989, the name was changed to **C A C - Ramsay Health Plans, Inc.** On May 6, 1993, the name was changed to **C A C - Ramsay, Inc.** On April 7, 1995, the name was changed to **CAC - United HealthCare Plans of Florida, Inc.** On July 1, 1996, the name was changed to **United HealthCare of Florida, Inc.**

(b) UHC Florida is authorized to issue an aggregate of 100,009 shares of stock, of which 9 shares of common stock, no par value and 100,000 shares of 10% Cumulative Preferred Non-voting stock, \$100 par value per share.

(c) On the date hereof, 9 shares of UHC Florida common stock and 55,000 shares of 10% Cumulative Preferred Non-voting stock are issued and outstanding. No UHC Florida common or preferred shares are held by UHC Florida in its treasury or reserved for issuance on this date. All issued and outstanding shares of common and preferred stock are held by United HealthCare Services, Inc. ("UHS"), a Minnesota corporation.

1.02 (a) EISG was organized as a for-profit corporation under Section 607 of the Florida Corporation Law on December 21, 1988 under the name **CBAI Administrators, Inc.** On October 8, 1993, the name was changed to **Employers Insurance Service Group, Inc.**

(b) EISG is authorized to issue an aggregate of 500 shares of common stock, \$.01 par value per share.

(c) On the date hereof, 500 shares of EISG common stock are issued and outstanding. No EISG common shares are held by EISG in its treasury or reserved for issuance on this date. All issued and outstanding common shares are held by UHS.

ARTICLE II

THE MERGER

2.01 (a) The Merger shall become effective on November 1, 1997 (the "Effective Date").

(b) The Merger shall be in accordance with Section 607.1105 of the Florida General Corporation Act, thereby qualifying as a tax free reorganization.

(c) Upon the Effective Date, the separate existence of EISG shall cease and all the estate, property, rights, privileges, immunities and franchises of the Constituent Corporations and all of their property, real, person and mixed, and all the debts due on whatever account to any of them, as well as all stock subscriptions and other choses in action belonging to any of them, and the title to all real estate vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations of each of the Constituent Corporations. A claim by or against or a pending proceeding by or against a Constituent Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporation. Neither the rights of creditors nor any liens upon the property of a Constituent Corporation are impaired by the Merger.

ARTICLE III

ARTICLES OF INCORPORATION; BYLAWS AND DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

3.01 From and after the Effective Date and until further amended, the Articles of Incorporation of UHC Florida in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.

3.02 The Bylaws of UHC Florida in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation until amended or repealed as therein provided or otherwise in accordance with the Florida General Corporation Act.

3.03 The officers and directors of UHC Florida in office immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation until their respective successors are duly appointed or elected and have qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

EFFECT OF THE MERGER ON THE SECURITIES OF THE CONSTITUENT CORPORATIONS

4.01 All of the outstanding shares of EISG common stock are owned by UHS. On the Effective Date, the shares of EISG will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

4.02 All of the outstanding shares of common and preferred stock of UHC Florida are owned by UHS. On the Effective Date, the shares of UHC Florida will continue to be the shares of the Surviving Corporation.

ARTICLE V

TERMINATION OR AMENDMENT

5.01 Notwithstanding the approval of this Agreement and Plan of Merger by the shareholders of UHC Florida and EISG, this Agreement and Plan of Merger may be terminated at any time prior to the Effective Date by mutual agreement of the Boards of Directors of EISG and UHC Florida.


5.01 In the event of the termination of this Agreement and Plan of Merger as provided above, this Agreement and Plan of Merger shall forthwith become void, and there shall be no liability or obligation on the part of any party except to the extent that such termination results from the willful breach by a party hereto of its covenants set forth in this Agreement and Plan of Merger.

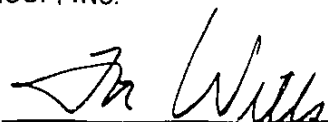
5.03 This Agreement and Plan of Merger may be amended by the parties hereto at any time before or after approval hereof by the shareholder of either EISG or UHC Florida, but, after such approval, no amendment shall be made which by law requires the further approval of shareholders, unless such approval is obtained. The Agreement and Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

IN WITNESS WHEREOF, the parties have duly executed this Agreement and Plan of Merger as of the date first written above.

ATTEST:

EMPLOYERS INSURANCE SERVICE
GROUP, INC.

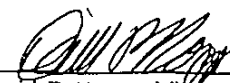

Brigid M. Spicola, Secretary

By: 
Travers H. Wills, President and CEO

ATTEST:

UNITED HEALTHCARE OF FLORIDA,
INC.


Brigid M. Spicola, Secretary

By: 
David P. Koppe, Vice President