

J 27769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000290269110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 SEP 23 AM 8:35

FILED

Eff. 9-30-16

RECEIVED
DEPARTMENT OF STATE
16 SEP 23 PM 1:55

LLC
Merger

SEP 27 2016

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 305267 4352697
AUTHORIZATION : 
COST LIMIT : \$60.00

ORDER DATE : September 23, 2016
ORDER TIME : 1:04 PM
ORDER NO. : 305267-010
CUSTOMER NO: 4352697

ARTICLES OF MERGER

CNU BLUE 2, LLC

INTO

CONTINUOCARE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Continucare Corporation

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Susan Crump

Contact Person

Humana Inc.

Firm/Company

500 West Main Street.

Address

Louisville, KY 40202

City, State and Zip Code

scrump@humana.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan Crump

at (502) 580-3105

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CNU Blue 2, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continucare Corporation	Florida	Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
16 SEP 23 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

September 30, 2016

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Continuare Corporation	<i>Joan O. Lenahan</i>	Joan O. Lenahan
CNU Blue 2, LLC	<i>Joan O. Lenahan</i>	Joan O. Lenahan

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

PLAN OF MERGER

The following plan of merger is submitted in conjunction with the Articles of Merger and in compliance with section 605.1022, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

CNU Blue 2, LLC will be merged into its parent Continucare Corporation.

The name and jurisdiction of the parent corporation:

Name: Continucare Corporation

Jurisdiction: Florida

Entity Type: Corporation

The name and jurisdiction of each subsidiary corporation:

Name: CNU Blue 2, LLC

Jurisdiction: Florida

Entity Type: Limited Liability Company

Surviving Company:

Continucare Corporation.

The manner and basis of converting the interests and the rights to acquire interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing:

The issued membership interests of the merging party, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. Each said share of the surviving party shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving party.