

N15000000054

12/30/2015 12:07 PM From: To: 8506176380 (1/9)
Division of Corporations

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Florida Department of State
Division of Corporations
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RE-SUBMIT

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**MERGER OR SHARE EXCHANGE
HEALTH FIRST GOVERNMENT PLANS, INC.**

Certificate of Status	0
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JAN 04 2016
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December 31, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HEALTH FIRST GOVERNMENT PLANS, INC.
6450 US HIGHWAY 1
ROCKLEDGE, FL 32955

SUBJECT: HEALTH FIRST GOVERNMENT PLANS, INC.
REF: N1500000054

RE-SUBMIT

Please retain original filing
date of submission 12/30

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000306880
Letter Number: 815A00027250

15 DEC 31 PM 1:00

P.O BOX 6327 - Tallahassee, Florida 32314



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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

HEALTH FIRST HEALTH PLANS, INC.,
a Florida corporation

with and into

HEALTH FIRST GOVERNMENT PLANS, INC.,
a Florida not-for-profit corporation

January 1, 2016

The following Articles of Merger (these "Articles of Merger") are submitted to merge the following Florida profit and non-profit corporations in accordance with Section 617.0302 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Health First Health Plans, Inc.	Florida	Florida Profit Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Health First Government Plans, Inc.	Florida	Florida Non-Profit Corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 and/or 617 of the Florida Statutes.

FOURTH: The effective date and time of the merger shall be January 1, 2016 at 12:01 a.m. Eastern Standard Time.

FIFTH: Adoption of Merger by Merging Party. The Plan of Merger was adopted by the sole shareholder of the merging for-profit corporation on December 2, 2015.

SIXTH: Adoption of Merger by Surviving Party. There are no members of the not-for-profit surviving corporation entitled to vote on the Plan of Merger. The Plan of Merger was adopted by

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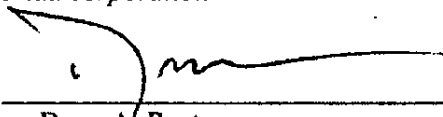
the board of trustees of the surviving corporation on December 2, 2015. The number of trustees in office was six (6). The vote for the plan was as follows: Six (6) FOR, and Zero (0) AGAINST.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger of Health First Health Plans, Inc. with and into Health First Government Plans, Inc. as of the date first set forth above.

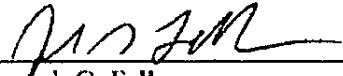
MERGING CORPORATION:

HEALTH FIRST HEALTH PLANS, INC.,
a Florida corporation

By: 
Name: Drew A. Rector
Title: Acting President/CEO

SURVIVING CORPORATION:

**HEALTH FIRST GOVERNMENT PLANS,
INC.,**
a Florida not-for-profit corporation

By: 
Name: Joseph G. Felkner
Title: Treasurer

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EXHIBIT A

Plan of Merger

(see attached)

PLAN OF MERGER

January 1, 2016

In compliance with Section 607.1108 and Section 617.1103 of the Florida Statutes, **Health First Health Plans, Inc.**, a Florida corporation (the "Merging Corporation"), and **Health First Government Plans, Inc.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby adopt and submit the following Plan of Merger (this "Plan"):

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Health First Health Plans, Inc.	Florida	Florida Profit Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Health First Government Plans, Inc.	Florida	Florida Non-Profit Corporation

THIRD: The terms and conditions of the merger are as follows:

(a) In accordance with the applicable provisions of Chapter 607 and Chapter 617 of the Florida Statutes, the Merging Corporation shall be merged with and into the Surviving Corporation and thereupon, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue to exist under and be governed by Chapter 617 of the Florida Statutes and shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Merging Corporation, as more particularly set forth in Chapter 617 of the Florida Statutes (the "Merger"). The Merger shall become effective on January 1, 2016 at 12:01 a.m. Eastern Standard Time, immediately following the transfer of certain assets and liabilities from the Merging Corporation to Health First Administrative Plans, Inc. and the transfer of certain assets and liabilities from the Merging Corporation to Health First Commercial Plans Inc., each pursuant to a certain Assignment and Assumption Agreement by and between each of the aforementioned parties (the "Effective Time").

(b) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of the Surviving Corporation upon and following the Effective Time, until further amended as permitted by law and by the Surviving Corporation's governing documents and agreements.

(c) The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of the Surviving Corporation upon

and following the Effective Time, until further amended as permitted by law and by the Surviving Corporation's governing documents and agreements.

(d) The trustees and officers of the Surviving Corporation in office immediately prior to the Effective Time shall be the trustees and officers of the Surviving Corporation upon and following the Effective Time and shall hold office in accordance with the Surviving Corporation's governing documents and agreements.

(e) If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

FOURTH: Upon the Effective Time, by operation of the Merger, one hundred percent (100%) of the issued and outstanding capital stock of the Merging Corporation shall be cancelled, and no cash, interests, securities or other property shall be payable in respect thereof.

FIFTH: There are no rights to acquire shares, interests, obligations, memberships or any other securities in the Merging Corporation or the Surviving Corporation.

SIXTH: For US federal income tax purposes, this Plan will be treated as a plan of reorganization under which Merging Corporation will combine with its parent, Health First Holding Corp. ("HFHC"), under Section 368(a)(1) of the Internal Revenue Code. In turn, the assets inherited by HFHC are deemed distributed to Health First Inc. ("HFI"), the parent of HFHC. Finally, the merger is deemed to give rise to a transfer from HFI to Surviving Corporation of historic assets of Merging Corporation.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

MERGING CORPORATION:

HEALTH FIRST HEALTH PLANS, INC.,
a Florida corporation

By: 

Name: Drew A. Rector

Title: Acting President/CEO

SURVIVING CORPORATION:

**HEALTH FIRST GOVERNMENT PLANS,
INC.,**
a Florida not-for-profit corporation

By: 

Name: Joseph G. Felkner

Title: Treasurer