

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SIMPLY HEALTHCARE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Attn: Diane Cushing *

15 FEB 17 AM 9:07
 SECRETARY
 TALLAHASSEE

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ARTICLES OF MERGER

OF

SUN MERGER SUB, INC.,
a Florida corporation

WITH AND INTO

SIMPLY HEALTHCARE HOLDINGS, INC.,
a Florida corporation

February 17, 2015

The following articles of merger (the "Articles of Merger") of Sun Merger Sub, Inc., a Florida corporation (the "Merging Corporation"), and Simply Healthcare Holdings, Inc., a Florida corporation (the "Surviving Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA.

FIRST: THE SURVIVING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Surviving Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Simply Healthcare Holdings, Inc. 1701 Ponce De Leon Blvd. Suite 300 Coral Gables, FL 33134	Florida P09-67392	Corporation

SECOND: THE MERGING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Merging Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sun Merger Sub, Inc. 120 Monument Circle Indianapolis, IN 46204	Florida P14-99963	Corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by each Florida corporation that is a party to the merger in accordance with the applicable provisions of the FBCA.

FIFTH: The merger is to become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

SIXTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Surviving Corporation on December 19, 2014.

SEVENTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Merging Corporation on December 19, 2014.

[Signature page follows]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of date first written above.

SURVIVING CORPORATION:

Simply Healthcare Holdings, Inc.,
a Florida corporation

By: 

Name: Jorge Rico

Title: Vice-President

MERGING CORPORATION:

Sun Merger Sub, Inc.,
a Florida corporation

By: _____

Name:

Title:

SECRETARY
FALL 1988

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of date first written above.

SURVIVING CORPORATION:

Simply Healthcare Holdings, Inc.,
a Florida corporation

By: _____
Name:
Title:

MERGING CORPORATION:

Sun Merger Sub, Inc.,
a Florida corporation

By: Jay H. Wagner
Name: Jay H. Wagner
Title: Assistant Secretary

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Exhibit A

Plan of Merger

[See attached]

PLAN OF MERGER
OF
SUN MERGER SUB, INC.,
a Florida corporation
WITH AND INTO
SIMPLY HEALTHCARE HOLDINGS, INC.,
a Florida corporation

February 17, 2015

The following plan of merger (the "Plan of Merger") has been adopted and approved on December 19, 2014 by the parties hereto in compliance with the Florida Business Corporation Act (the "FBCA").

FIRST: The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Simply Healthcare Holdings, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sun Merger Sub, Inc.	Florida

THIRD: THE MERGER

1. Merger. The merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") shall become effective at such time as the Articles of Merger are filed with the Department of State of the State of Florida in accordance with Section 607.1105 of the FBCA (the "Effective Time"). At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in Section 607.1106 of the FBCA. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation without reversion or impairment, and the Surviving Corporation

shall thenceforth be responsible for all the liabilities and obligations of the Surviving Corporation and the Merging Corporation.

2. Articles of Incorporation. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the articles of incorporation of the Merging Corporation, as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation as of the Effective Time.

3. By-laws. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the by-laws of the Merging Corporation, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Corporation as of the Effective Time.

4. Directors. At the Effective Time, the directors of the Merging Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and each of such directors shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

5. Officers. At the Effective Time, the officers of the Merging Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

6. Capital Stock. At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Corporation or the Merging Corporation and in accordance with the terms and conditions of that certain Agreement and Plan of Merger, dated December 19, 2014, by and among the Surviving Corporation, the Merging Corporation and certain other parties signatory thereto (the "Merger Agreement"),

(i) each share of common stock, par value \$0.01 per share, of the Surviving Corporation (each, a "Common Share") held by any wholly-owned subsidiary of the Surviving Corporation or in the treasury of the Surviving Corporation or held by the Merging Corporation or its sole shareholder immediately prior to the Effective Time, shall cease to be outstanding and be canceled without payment of any consideration with respect thereto.

(ii) each Common Share issued and outstanding immediately prior to the Effective Time (other than the Common Shares cancelled pursuant to paragraph 6(i) above) and all rights in respect thereof shall forthwith cease to exist and be converted into and represent the right to receive in cash, without interest, at such time as is specified in the Merger Agreement, the Common Merger Consideration (as defined in the Merger Agreement),

(iii) each share of common stock, par value \$0.01 per share, of the Merging Corporation ("Merging Corporation Common Stock") issued and

outstanding immediately prior to the Effective Time, shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(iv) the shares of the Merging Corporation Common Stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and the holder or holders of such shares shall cease to have any rights with respect thereto, except the right to receive shares of common stock in the Surviving Corporation to be issued in consideration therefor as provided herein, without interest.

FOURTH: GOVERNING LAW

The Plan of Merger shall be construed in accordance with Florida law.