

Division of Corporations

Page 1 of 1

364687

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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RECEIVED  
14 DEC 30 PM 3:21  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
UNITEDHEALTHCARE OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 DEC 30 AM 9:46

EFFECTIVE DATE  
Dec. 31, 2014

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**SUBJECT:** \_\_\_\_\_  
United Healthcare of Florida, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_ Sharon Stuckmayer  
Contact Person

\_\_\_\_\_ United Healthcare  
Firm/Company

\_\_\_\_\_ 9900 Bren Road East, MNT502  
Address

\_\_\_\_\_ Minnetonka, MN 55343  
City/State and Zip Code

\_\_\_\_\_ sharon.stuckmayer@uhc.com  
E-mail address: (to be used for future annual report notification)

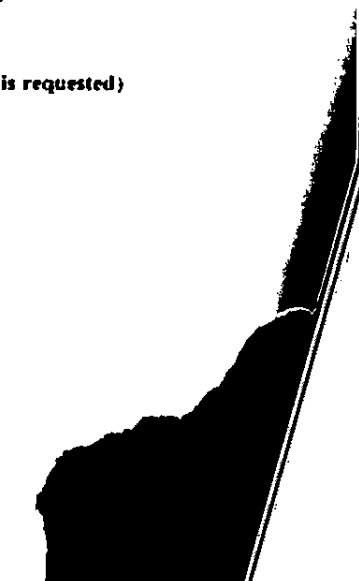
For further information concerning this matter, please call:

\_\_\_\_\_ At ( \_\_\_\_\_ ) \_\_\_\_\_  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 DEC 30 AM 9:46

**ARTICLES OF MERGER**  
(Profit Corporations)

Articles of merger are submitted in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes.

Jurisdiction of the surviving corporation:

	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Florida, Inc.	Florida	

Jurisdiction of each merging corporation:

	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
	Florida	

Articles of Merger is attached.

Articles of Merger shall become effective on the date the Articles of Merger are filed with the Florida

Secretary of State on 12/29/2014 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Articles of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
was adopted by the shareholders of the surviving corporation on December 29, 2014

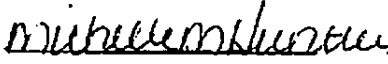
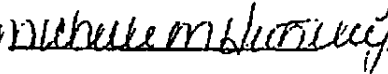
and shareholder approval was not required.

Articles of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
was adopted by the shareholders of the merging corporation(s) on December 29, 2014

and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>UnitedHealthcare of Florida, Inc.</u>		<u>Michelle Huntley, Assistant Secretary</u>
<u>Citrus Health Care, Inc.</u>		<u>Michelle Huntley, Assistant Secretary</u>
_____	_____	_____
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TALLAHASSEE, FLORIDA

14 DEC 30 AM 9:46  
EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 30, 2014, by and between Citrus Health Care, Inc., a Florida corporation, ("CHC") and UnitedHealthcare of Florida, Inc., a Florida corporation ("UHCFL").

**WHEREAS**, CHC and UHCFL desire to merge into a single corporation as hereinafter specified.

**NOW THEREFORE**, the parties to the Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

**FIRST**, at the Effective Time (as defined below), CHC will be merged with and into UHCFL, and UHCFL shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law.

**SECOND**, the Articles of Incorporation of UHCFL, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

**THIRD**, The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) At the Effective Time, the outstanding shares of CHC shall be cancelled without consideration (along with the certificates representing same) and all rights in respect of shall thereupon cease to exist.
- (b) At the Effective Time, each share of UHCFL which is outstanding immediately prior to the merger shall continue to be outstanding and shall be one share of the capital stock of the surviving corporation.

**FOURTH**, the terms and conditions of the merger are as follows:

- (a) The bylaws of UHCFL as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

Exhibit A

- (b) The directors and officers of UHCFL shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) The merger shall become effective (the "Effective Time") at 11:59:59 p.m. Central Time on December 31, 2014.
- (d) At the Effective Time, and as a result of and following the merger, UHCFL shall be responsible for all liabilities, including, but not limited to, all outstanding and future claims liabilities, of CHC.

**Exhibit A**

**IN WITNESS WHEREOF**, the parties to this Agreement have caused this Agreement to be duly executed as of the date and year first above written.

**CITRUS HEALTH CARE, INC.**

By: \_\_\_\_\_  
Michelle Huntley, Assistant Secretary

**UNITEDHEALTHCARE OF FLORIDA, INC.**

By: \_\_\_\_\_  
Michelle Huntley, Assistant Secretary