

4066663

(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

624-



200310851502

EFFECTIVE DATE

3.31.18

RECEIVED
2018 MAR 27 PM 4:23
TALLAHASSEE, FLORIDA

FILED
2018 MAR 27 AM 10:16
TALLAHASSEE, FLORIDA

CC
M. K. Gler

MAR 30 2018

LA BRITTON

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 3/27/18

NAME: HEALTHPLAN SERVICES, INC

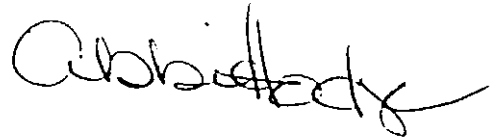
TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2018

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: HEALTHPLAN SERVICES, INC.
Ref. Number: 406663

RECEIVED
DEPARTMENT OF STATE
18 MAR 29 PM 4:26

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Regulatory Specialist II

Letter Number: 118A00006265

Please keep original
file date.
Thank you!

EFFECTIVE DATE

3.31.18

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation: HealthPlan Services, Inc., a Florida corporation.

Second: The name and jurisdiction of each **merging** corporation: HPH Holdings Corp., a Delaware corporation.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on March 31, 2018.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on March 23, 2018, and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 23, 2018.

Seventh: SIGNATURES FOR EACH CORPORATION

HealthPlan Services, Inc.

HPH Holdings Corp.

By: Ashish Chawla
Ashish Chawla, Secretary and
Authorized Officer

By: Ashish Chawla
Ashish Chawla, Secretary and
Authorized Officer

FILED
2018 MAR 27 AM 10:16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation: HPH Holdings Corp., a Delaware corporation ("Parent").

The name and jurisdiction of each **subsidiary** corporation: HealthPlan Services, Inc., a Florida corporation ("Subsidiary").

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the filing of the Articles of Merger, the shares of Parent shall be converted into a like number of shares of Subsidiary, such that the sole stockholder of Parent shall become the parent and sole stockholder of Subsidiary. Shares of the Subsidiary existing immediately prior to such filing shall be cancelled.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the parent corporation upon surrender of any certificates is as follows:

Upon the filing of the Articles of Merger, the shares of Parent shall be converted into a like number of shares of Subsidiary, such that the sole stockholder of Parent shall become the parent and sole stockholder of Subsidiary. Shares of the Subsidiary existing immediately prior to such filing shall be cancelled.