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MERGER OR SHARE EXCHANGE

Union Security Insurance Company

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DIVISION OF CORPORATIONS

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12/21/06

**ARTICLES OF MERGER
OF
INTERNATIONAL DENTAL PLANS, INC.
(a Florida corporation)
WITH AND INTO
UNION SECURITY INSURANCE COMPANY
(an Iowa corporation)**

FILED
12-31-06

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the Board of Directors of International Dental Plans, Inc. on September 15, 2006, by the sole shareholder of International Dental Plans, Inc. on September 15, 2006, by the Board of Directors of Union Security Insurance Company on September 15, 2006, and by the sole shareholder of Union Security Insurance Company on September 15, 2006.
3. The merger shall be effective at 12:01 a.m. eastern time on December 31, 2006.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 18th day of December, 2006.

INTERNATIONAL DENTAL PLANS, INC.

By: Michael Miller

Name: Michael R. Miller

Title: President

UNION SECURITY INSURANCE COMPANY

By: Michael J. Peninger

Name: Michael J. Peninger

Title: Executive Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made as of September 15, 2006, by and between UNION SECURITY INSURANCE COMPANY, an Iowa corporation ("USIC"), and INTERNATIONAL DENTAL PLANS, INC., a Florida corporation ("IDP").

WHEREAS, the parties desire to merge IDP with and into USIC, with USIC as the surviving corporation, in accordance with the terms of this Plan of Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

SECTION 1 DEFINITIONS

1.1 "Effective Time" shall mean the date and time on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the States of Florida and Iowa, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 "Surviving Corporation" shall refer to USIC as the corporation surviving the Merger.

1.3 "Merging Corporation" shall refer to IDP.

1.4 "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, IDP shall be merged with and into USIC in accordance with applicable provisions of Florida and Iowa law. USIC shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Iowa under the corporate name "Union Security Insurance Company." The Merger shall be consummated pursuant to the terms of this Plan of Merger, which has been approved by the Board of Directors and the sole stockholder of IDP, and by the Board of Directors and the sole stockholder of USIC.

2.2 Effective Time. As soon as practicable after execution of this Plan of Merger, and receipt of necessary approvals from the state insurance regulatory authorities in the States of Florida and Iowa, IDP and USIC will cause articles of merger to be filed in the States of Florida and Iowa, in order to cause the Merger to be effective in

accordance with this Plan of Merger. The Merger shall become effective at 12:01 am eastern time on December 1, 2006.

2.3 Articles of Incorporation. The Articles of Incorporation of USIC as they exist at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of USIC as they exist at the Effective Time shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of USIC shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

2.6 Officers. The officers of USIC shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

3.1 IDP Shares. The issued and outstanding shares of IDP shall be canceled and cease to exist by virtue of the Merger at the Effective Time.

3.2 USIC Shares. The issued and outstanding shares of USIC shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4 MISCELLANEOUS

4.1 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.

4.2 Counterparts. This Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument.

4.3 No Third Party Beneficiaries. Nothing in this Plan of Merger, expressed or implied, is intended to confer upon any person or entity, other than the parties or their respective successors, any rights, remedies, obligations, or liabilities under or by reason of this Plan of Merger.

4.4 Plan of Reorganization. Each of the parties intends for the Merger to qualify as a tax-free reorganization within the meaning of Section 368 of the Internal

Revenue Code of 1986, as amended (the "Tax Code"). Each of the parties also intends for this Plan of Merger to constitute a plan of reorganization within the meaning of Section 368 of the Tax Code and the Treasury Regulations thereunder, and each party to this Plan of Merger hereby adopts such plan of reorganization.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf as of the day and year first above written.

SURVIVING CORPORATION:

UNION SECURITY INSURANCE COMPANY

By: Michael J. Peninger

Name: Michael J. Peninger

Title: Executive Vice President

MERGING CORPORATION:

INTERNATIONAL DENTAL PLANS, INC.

By: Michael R. Miller

Name: Michael R. Miller

Title: President

**FIRST AMENDMENT TO
AGREEMENT AND PLAN OF MERGER**

THIS FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER (this "Amendment") is made as of December 18, 2006, by and between UNION SECURITY INSURANCE COMPANY, an Iowa corporation ("USIC"), and INTERNATIONAL DENTAL PLANS, INC., a Florida corporation ("IDP").

WHEREAS, the parties executed that certain Agreement and Plan of Merger dated September 15, 2006 (the "Agreement"), pursuant to which IDP will merge with and into USIC, with USIC as the surviving corporation (the "Merger"); and

WHEREAS, the Agreement provided that the effective date of the Merger would be December 1, 2006; and

WHEREAS, the parties did not receive final approval for the Merger from the insurance regulatory authority in Florida prior to December 1, 2006, but have received such approval on the date hereof; and

WHEREAS, the parties desire to amend the Agreement to change the effective date of the Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

1. The last sentence of Section 2.2 of the Agreement is hereby deleted and replaced with the following sentence: "The Merger shall become effective at 12:01 am eastern time on December 31, 2006."
2. The remainder of the Agreement remains in full force and effect without amendment.

IN WITNESS WHEREOF, each of the parties has caused this Amendment to be executed on its behalf as of the day and year first above written.

SURVIVING CORPORATION:

UNION SECURITY INSURANCE COMPANY

By: Michael J. Peninger

Name: Michael J. Peninger

Title: Executive Vice President

MERGING CORPORATION:

INTERNATIONAL DENTAL PLANS, INC.

By: Michael Miller

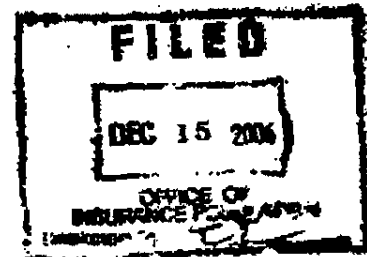
Name: Michael R. Miller

Title: President



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
Commissioner



IN THE MATTER OF:

CASE NO. 88481-06-CO

INTERNATIONAL DENTAL PLANS, INC.

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by INTERNATIONAL DENTAL PLANS, INC (hereinafter referred to as "APPLICANT"), with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as "OFFICE") of an application for the merger of APPLICANT, a prepaid limited health service organization, into UNION SECURITY INSURANCE COMPANY, pursuant to Section 628.4615, Florida Statutes. The OFFICE, having considered said application and being otherwise fully advised in the premises, finds as follows:

1. The OFFICE has jurisdiction over the subject matter and over the parties herein.
2. APPLICANT, a Florida corporation, has applied for, and subject to the terms and conditions established herein, has satisfactorily met all of the conditions precedent for approval of its merger into Union Security Insurance Company, pursuant to Section 628.4615, Florida Statutes.
3. APPLICANT agrees to surrender its Certificate of Authority to the OFFICE on the effective date of the merger.

4. APPLICANT affirms that all representations and requirements set forth herein are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order. APPLICANT represents that all information, representations, documents, explanations, and statements provided to the OFFICE as part of this application process fully describe all agreements and understandings with regard to the merger and the future operations of APPLICANT. APPLICANT further agrees and affirms that said information, representations, documents, explanations, and statements are material to the issuance of this Consent Order, and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

5. APPLICANT waives notice of hearing under Sections 120.569 and 120.57, Florida Statutes, and agrees not to challenge or contest this Consent Order in any forum now or in the future available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

6. The parties agree that this Consent Order will be deemed to be executed when the OFFICE has signed a copy of this Consent Order bearing the notarized signature of the authorized representative of APPLICANT, notwithstanding the fact that the signed copy may have been transmitted to the OFFICE electronically or via facsimile machine.

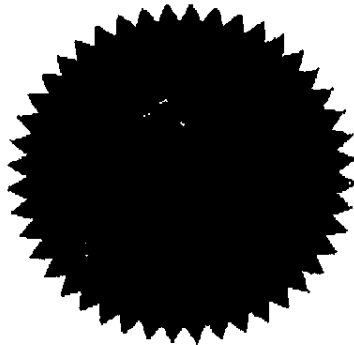
7. Each party to this action shall bear its own costs and fees.

8. APPLICANT shall report to the OFFICE, Life and Health Financial Oversight, any time that it is named as a party defendant in a class action lawsuit, within fifteen (15) days after the class is certified, and APPLICANT shall include a copy of the complaint at the time it reports the class action lawsuit to the OFFICE.

WHEREFORE, subject to the conditions set forth above, the OFFICE hereby
APPROVES the merger of APPLICANT in accordance with the provision of Section 628.4615,
Florida Statutes.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 15th day of December, 2006.




Kevin M. McCarty
Commissioner
Office of Insurance Regulation

By execution hereof, INTERNATIONAL DENTAL PLANS, INC., the APPLICANT, consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind the APPLICANT to the terms and conditions of this Consent Order and has personal knowledge of the Application and the information provided therein.

INTERNATIONAL DENTAL PLANS, INC.

By: Stacia Nalmsund
Print Name: Stacia N. Almquist
Title: Vice President & Treasurer
Date: 12/14/06

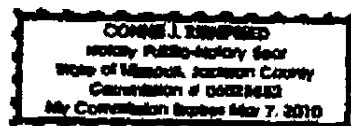
[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF Jackson

The foregoing instrument was acknowledged before me this 14th day of Dec., 2006,

by Stacia N. Almquist as VP & Treasurer
(name of person) (type of authority e.g., officer, trustee, attorney-in-fact)

for International Dental Plans, Inc.
(company name)



Connie J. Turripseed
(Signature of Notary)

Connie J. Turripseed
(Print, type, or stamp commissioned name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

COPIES FURNISHED TO:

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