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(Address)

(City/State/Zip/Phone #)

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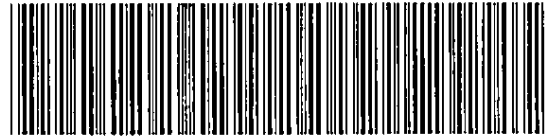
(Business Entity Name)

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2019 SEP 25 11:09:11

19 SEP 26 AM 11:46

EFFECTIVE DATE

Sept 30, 19

Merger/CC

SEP 25 2019

I ALBRITTON

TD

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 9/24/2019
Acc#I20160000072

en: c DW

Name:	POMCO of Florida Ltd., Inc.
Document #:	
Order #:	12206791

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UMR, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Kia Moua

Contact Person

UnitedHealth Group Incorporated

Firm/Company

9900 Bren Road East

Address

Minnetonka, MN 55343

City, State and Zip Code

kia.moua@uhg.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kia Moua

at (952) 936-7247

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
Sept 30, 19

2015
AM 9:11

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302, or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
POMCO of Florida Ltd., Inc.	Florida	Corporation
UMR, Inc.	Delaware	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UMR, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

September 30, 2019

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

UMR, Inc.

11 Scott Street

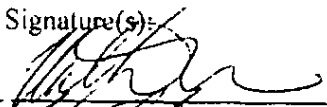

Wausau, Wisconsin 54403

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
POMCO of Florida Ltd., Inc.		Heather A. Lang, Asst Sec.
UMR, Inc.		Heather A. Lang, Asst Sec.

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of September 30, 2019 (the "Effective Time"), by and between POMCO of Florida Ltd., Inc., a Florida corporation, ("POMFL") and UMR, Inc., a Delaware corporation ("UMR").

WHEREAS, POMFL is a wholly-owned subsidiary of UMR; and

WHEREAS, POMFL and UMR now 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 set forth the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, at the Effective Time, POMFL will be merged with and into UMR, and UMR shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law (the "Merger").

SECOND, the Certificate of Incorporation of UMR, which is the surviving corporation, as heretofore amended and as in effect at the Effective Time, shall continue in full force and effect as the Certificate 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 POMFL shall be cancelled without consideration (along with the certificates representing same) and all rights in respect thereof shall cease to exist.
- (b) At the Effective Time, each share of UMR 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.

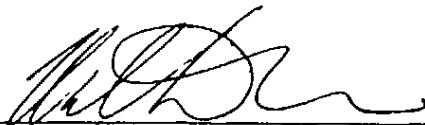
FOURTH, the terms and conditions of the Merger are as follows:

- (a) The bylaws of UMR as they shall exist at the Effective Time shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

- (b) The directors and officers of UMR 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 at the Effective Time or such later date as the articles of merger are filed with and approved by the Secretaries of State (or their equivalents) of each Delaware and Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the Effective Time.

POMCO OF FLORIDA LTD., INC.

By: 
Heather A. Lang, Assistant Secretary

UMR, INC.

By: 
Heather A. Lang, Assistant Secretary