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(Business Entity Name)

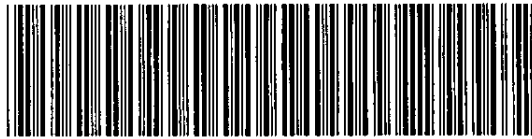
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2015 DEC 28 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 933060 5017647

AUTHORIZATION :

COST LIMIT : \$105.00

ORDER DATE : December 28, 2015

ORDER TIME : 12:42 PM

ORDER NO. : 933060-145

CUSTOMER NO: 5017647

ARTICLES OF MERGER

ESI ACQUISITION, INC.

INTO

EXPRESS SCRIPTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Express Scripts, 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:

Taavi Annus

Contact Person

Bryan Cave LLP

Firm/Company

211 N. Broadway, Suite 3600

Address

Saint Louis, MO 63102-2750

City/State and Zip Code

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

For further information concerning this matter, please call:

Taavi Annus

Name of Contact Person

At (314) 259-2037

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

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Express Scripts, Inc.	Delaware	F03000005972

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Express Scripts WC, Inc.	Florida	J42282
ESI Acquisition, Inc.	New York	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2015 (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.)
11:59 P.M. EST

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
12/28/2015 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
12/28/2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

2015 DEC 28 PM 12:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

[illegible]

Typed or Printed Name of Individual & Title

Rodney V. Fuhs, Assistant Secretary

Joseph Satorius, Assistant Secretary

Joseph Satorius, Assistant Secretary

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DOI: 10.1002/for

0 10 20 30 40 50 60 70 80 90 100

Age Group	Percentage
18-24	10%
25-34	15%
35-44	20%
45-54	25%
55-64	30%
65-74	35%
75-84	40%
85+	45%

Age Group	Total	Male	Female	Male	Female
18-24	0.15	0.18	0.12	0.16	0.14
25-34	0.25	0.28	0.22	0.26	0.24
35-44	0.30	0.32	0.28	0.30	0.28
45-54	0.20	0.22	0.18	0.20	0.18
55-64	0.10	0.12	0.08	0.10	0.08
65+	0.05	0.06	0.04	0.05	0.04

[illegible]

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Express Scripts, Inc.

Rodney V. Fahs, Assistant Secretary

Express Scripts WC, Inc.

Joseph Satorius, Assistant Secretary

ESI Acquisition, Inc.

Joseph Satorius, Assistant Secretary

Exhibit A
Plan of Merger
See Attached.

This **AGREEMENT AND PLAN OF MERGER**, dated as of December 28, 2015 (this "Agreement"), is adopted by the Board of Directors of Express Scripts, Inc., a Delaware corporation ("Express Scripts"), in connection with the merger of ESI Acquisition, Inc., a New York corporation and a wholly-owned subsidiary of Express Scripts ("ESI Acquisition") and Express Scripts WC, Inc., a Florida corporation and a wholly-owned subsidiary of Express Scripts ("Express Scripts WC") with and into Express Scripts.

RECITALS

A. The Delaware General Corporation Law ("DGCL") permits the merger of a New York corporation and a Florida Corporation with and into a Delaware corporation. The New York Business Corporation Law (the "NYBC") permits the merger of a New York corporation with and into a Delaware Corporation. The Florida Business Corporation Act (the "Florida Act") permits the merger of a Florida corporation with and into a Delaware corporation.

B. ESI Acquisition and Express Scripts WC (collectively, the "Subsidiaries") are wholly-owned subsidiaries of Express Scripts.

C. The board of directors and sole stockholder of Express Scripts, in accordance with the DGCL, the NYBC, and the Florida Act (the "State Statutes") have approved the merger of the Subsidiaries with and into Express Scripts, with Express Scripts being the surviving entity in such merger (the "Merger"). The board and sole stockholder of the Express Scripts WC have approved the Merger.

D. The Merger is intended to qualify as a tax-free liquidation under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the foregoing, Express Scripts hereby adopts this Agreement as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the State Statutes, at the Effective Time as defined below, the Subsidiaries shall be merged with and into Express Scripts, and the separate existence of the Subsidiaries shall thereupon cease. From and after the Effective Time, Express Scripts shall continue in existence as the surviving entity in the Merger (sometimes referred to herein as the "Surviving Entity") and Express Scripts shall succeed to and assume all the rights and obligations of the Subsidiaries in accordance with the State Statutes.

2. **Effective Time.** The effective time of this Agreement, and the time at which the Merger shall become effective in the State of Delaware (the "Effective Time"), shall be 11:59 p.m. EST on December 31, 2015.

3. **Surviving Entity.** Express Scripts shall survive the Merger and shall continue to be governed by the laws of Delaware, and the separate existence of the Subsidiaries shall cease forthwith to the Effective Time.

4. **Governing Documents.** At the Effective Time, the Certificate of Incorporation and Bylaws of Express Scripts in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Entity, unless and until thereafter duly amended as provided therein and in the manner prescribed by applicable law.

5. **Effects of Merger.** The Merger shall have the effects set forth in Title 8, Sections 264(e) and 259 of the DGCL, Title 6, Section 18-209 of the DLLCA, and similar provisions of the State Statutes.

6. **Effect of Merger on Capital Stock.** The Merger shall have no effect on the outstanding capital stock of Express Scripts, which shall remain outstanding following the Merger. At the Effective Time, as a result of the Merger and without any action on the part of Express Scripts or any other party, all of the capital stock of the Subsidiaries shall be cancelled.

7. **Principal Business Office/Registered Office and Registered Agent.** After the Merger, the location of the principal business office and the registered office of Express Scripts shall remain the same as the principal business office and the registered office, respectively, of Express Scripts prior to the Merger, and Express Scripts' registered agent for service of process shall be that which has been designated by Express Scripts prior to the Merger.

8. **Directors and Officers of the Surviving Entity.** The (i) directors of Express Scripts immediately prior to the Effective Time shall, from and after the Effective Time, continue to be directors of the Surviving Entity and (ii) officers of Express Scripts immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the officers of the Surviving Entity, each such director and officer to hold office until such time as his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal.

9. **Further Assurances.** If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts, agreements or things are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Entity its right, title and interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Subsidiaries or otherwise to carry out the purposes of this Agreement, the Surviving Entity and its proper officers or their designees shall be authorized to execute and deliver, in the name and on behalf of the Subsidiaries, all such deeds, bills of sale, assignments and assurances and to do, in the name and on behalf of the Subsidiaries, as appropriate, all such other acts and things as may be necessary, desirable, convenient or proper to establish, perfect or confirm the Surviving Entity's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of such party to the Merger and otherwise to carry out the purposes of this Agreement, including, without limitation, any necessary corporate or tax filings to reflect the actions taken under this Agreement in non-U.S. jurisdictions in which the Subsidiaries or the Surviving Entity has assets, properties or subsidiaries.

10. **Termination.** At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the board of directors of Express Scripts or the Subsidiaries.

[The remainder of the page is intentionally left blank.]

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

**EXPRESS SCRIPTS, INC.
ESI ACQUISITION, INC.
EXPRESS SCRIPTS WC, INC.**

By: 

Name: Martin P. Akins

Title: Secretary