

# F080000005/3

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

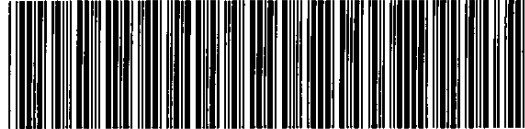
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800116105758

02/05/08--01002--002 \*\*70.00

FILED  
2008 FEB -1 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
Tewis  
2/6/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Great-West Healthcare, 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:

Valerie Ruppel  
(Contact Person)

Great-West Life & Annuity Insurance Company  
(Firm/Company)

8525 E. Orchard Road, #2T3  
(Address)

Greenwood Village, CO 80111  
(City/State and Zip Code)

For further information concerning this matter, please call:

Valerie Ruppel At ( 303 ) 737-4225  
(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

## **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><br>(If known/ applicable) |
|-----------------------------|---------------------|--|
| Great-West Healthcare, Inc. | Vermont             | N/A  |

**Second:** The name and jurisdiction of each **merging** corporation:

| <u>Name</u>                            | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--|---------------------|--|
| Great-West Healthcare of Florida, Inc. | Florida             | P96000096661                                     |
| _____                                  | _____               | _____  |
| _____                                  | _____               | _____  |
| _____                                  | _____               | _____  |
| _____                                  | _____               | _____  |

**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**      /      /      (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.)

**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 1/31/08.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 1/31/08.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**FILED**  
2008 FEB - 1 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

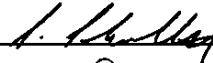
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Great-West Healthcare, Inc.



Richard G. Schultz, Secretary

Great-West Healthcare of Florida, Inc.



David C. Larsen, Secretary

## **EXHIBIT A**

### **PLAN OF MERGER**

This PLAN OF MERGER (the "Plan") is a written expression of the intent of the respective boards of directors of each of the following corporations (the "constituent corporations") to collectively merge into one surviving corporation:

#### **A. CONSTITUENT CORPORATIONS**

Great-West Healthcare of Florida, Inc., incorporated on November 27, 1996, in accordance with the laws of the State of Florida; and

Great-West Healthcare, Inc., incorporated on August 11, 1997 in accordance with the laws of the State of Vermont.

#### **B. CONTROLLING LAW**

The constituent corporations shall merge, in accordance with the statutory merger requirements applicable to each constituent corporation in their respective states of domicile.

The surviving corporation shall comply with the statutory merger requirements applicable to foreign corporations in the respective state of the disappearing constituent corporation party to the merger.

This merger is expressly permitted by statute in the state of each constituent corporation.

#### **C. SURVIVING CORPORATION**

The surviving corporation will be Great-West Healthcare, Inc., a Vermont corporation, with its principal office located at:

116 River Road  
Bedford, VT 05401

Great-West Healthcare, Inc.'s registered agent is CT Corporation System located at:

CT Corporation System  
400 Cornerstone Drive, Ste. 240  
Williston, VT 05495

#### **D. BOARD OF DIRECTORS APPROVAL**

This Plan has been adopted by resolution by the Board of Directors for each constituent corporation.

#### E. SHAREHOLDER APPROVAL

This Plan will be submitted for approval by the shareholders of each constituent corporation in accordance with the respective shareholder voting requirements of each constituent corporation's state of domicile.

#### F. CONVERSION OF SHARES

Each constituent corporation is currently authorized to issue 10,000 shares of common stock.

Currently, Great-West Healthcare of Florida, Inc. has 350 shares issued and outstanding, held by Great-West Healthcare Holdings, Inc.

Currently, Great-West Healthcare, Inc. has one (1) share issued and outstanding, held by Great-West Healthcare Holdings, Inc.

On the effective date of this merger, all of the aforementioned issued and outstanding shares of common stock in each constituent corporation, except for the surviving corporation, shall be surrendered and cancelled. The issued and outstanding share of common stock in Great-West Healthcare, Inc., the surviving corporation, shall not be converted as a result of this merger and shall remain unchanged and in effect and still held by Great-West Healthcare Holdings, Inc.

#### G. EFFECT OF MERGER

Upon this merger taking effect, the constituent corporations shall merge into Great-West Healthcare, Inc., a Vermont corporation, and the separate individual existence of the other constituent corporation shall cease. The title to any and all real estate and other property owned by the constituent corporations shall vest in the surviving corporation without reversion or impairment. The surviving corporation assumes all liabilities of each constituent corporation. This transfer to and vesting in Great-West Healthcare, Inc. shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any transfer or vesting unless the consent or approval is specifically required in the event of merger by law or by the express provision in any contract, agreement, decree, order or other instrument to which any constituent corporation is a party or by which it is bound. The surviving corporation assumes all contracts in effect of each constituent corporation.

The surviving corporation shall continue to transact any and all lawful business for which corporations may be incorporated under Vermont law.

The surviving corporation shall file Articles of Merger with the secretary of state in its state of incorporation and with the secretary of state or comparable governing body in the state of domicile of the disappearing constituent corporation.

#### H. LIABILITIES AND OBLIGATIONS

Upon this merger taking effect, Great-West Healthcare, Inc. shall become responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or proceeding or pending by or against any of the constituent corporations may be prosecuted as if the merger had not taken place or Great-West Healthcare, Inc. may be substituted as a party. Neither the rights of any creditors nor any liens upon the property of any constituent corporation shall be impaired by the merger.

#### **I. ARTICLES OF INCORPORATION**

The articles of incorporation of Great-West Healthcare, Inc. in effect on the effective date of this merger shall continue in full force and effect.

#### **J. BYLAWS**

The bylaws of the surviving corporation, Great-West Healthcare, Inc., as existing on the effective date of this merger shall be and remain the bylaws of Great-West Healthcare, Inc., until such time as the bylaws are amended or repealed according to a provision in them or as provided by law.

#### **K. OFFICERS**

The current Officers of Great-West Healthcare, Inc., shall remain in office as the Officers of the surviving corporation, Great-West Healthcare, Inc., for the remainder of their respective terms of office and until their successors shall have been elected and qualified.

#### **L. DIRECTORS**

The current members of the Board of Directors of Great-West Healthcare, Inc., shall remain in office as the Directors of the surviving corporation, Great-West Healthcare, Inc., for the remainder of their respective terms of office and until their successors shall have been elected and qualified.

#### **M. EFFECTIVE DATE**

This merger shall be effective on January 31, 2008.

#### **N. ABANDONMENT OF MERGER**

Notwithstanding anything to the contrary, express or implied in this Plan, this merger may be abandoned at any time, in the discretion of the Board of any constituent corporation, without further liability and obligation, and prevented from becoming effective prior to the filing of the Articles of Merger with the secretary of state.

#### **O. EXECUTION**

Adoption of this Plan by the Board of each constituent corporation may be executed in any number of counterparts, and all such counterparts shall constitute original instruments, evidencing the adoption of the Plan.

GREAT-WEST HEALTHCARE OF FLORIDA, INC.

ACTION BY CONSENT IN LIEU OF  
ANNUAL MEETING OF SHAREHOLDERS

The undersigned, constituting the sole Shareholder of Great-West Healthcare of Florida, Inc., a Florida corporation (the "Corporation"), in lieu of holding an Special Meeting of Shareholders of the Corporation, hereby waives notice and takes the following corporate action by written consent pursuant to F.S.A. §607.1101, et seq.:

Whereas, the Corporation desires to enter into a merger with Great-West Healthcare, Inc.;

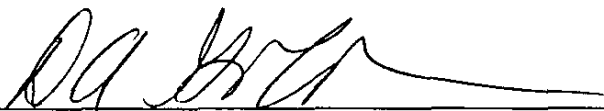
Whereas, the Plan of Merger, outlining the details of the merger, has been recommended by the Board of Directors as appropriate and in the best interests of the Corporation;


Therefore, be it Resolved that the Plan of Merger, recommended by the Board of Directors, shall be and hereby is approved.

The actions taken by this consent shall have the same force and effect as if taken by the undersigned at a Special Meeting of Shareholders duly called and constituted.

This consent shall be effective January 31, 2008.

GREAT-WEST HEALTHCARE HOLDINGS, INC.

By:   
D.A. Goldin, Chairperson, President and Chief Executive Officer

By:   
R.G. Schultz, Secretary