

Document Number Only

G74397

FILED
98 OCT 19 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002667012--3

-10/21/98--01064--001

*****35.00 *****35.00

200002667012--3

-10/19/98--01089--008

*****35.00 *****35.00

Human Health Insurance Company of Florida

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

| | |
|-------------------|----------|
| Name Availability | 10/19/98 |
| Document Examiner | ASR |
| Updater | DR |
| Verifier | ASR |
| Acknowledgment | DR |
| W.P. Verifier | ASR |

PLEASE RETURN EXTRA COPIES
TO
FILE STAMPED

TO
JEFFREY D. BUTTERFIELD

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PCA LIFE INSURANCE COMPANY, a Florida corporation P93000068019

INTO

**HUMANA HEALTH INSURANCE COMPANY OF FLORIDA, INC., a Florida
corporation, G74397.**

File date: October 19, 1998

Corporate Specialist: Annette Ramsey



RECEIVED

OCT 16 1998

THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

HUMANA LAW DEPT.

BILL NELSON

October 15, 1998

Linda J. McDonald, Compliance Manager
Humana Health Insurance Company of Florida, Inc.
500 West Main Street
Louisville, Kentucky 40201-1438 (502) 580-3747

RE: Amended Articles of Merger

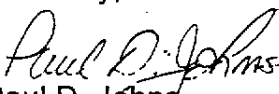
Dear Ms. McDonald:

Enclosed are two original "Articles of Merger" representing the merger transaction, effective September 30, 1998, between Humana Health Insurance Company of Florida, Inc. and PCA Life Insurance Company.

The Department's Legal Division has reviewed the documents and found them legally sufficient.

If we can be of additional assistance with this matter, please contact the undersigned.

Sincerely,


Paul D. Johns

CC: Correspondence File

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

PAUL D. JOHNS • INSURANCE EXAMINER • BUREAU OF LIFE & HEALTH SOLVENCY & MARKET CONDUCT REVIEW
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0327 • VOICE: (850) 413-5076
TELECOPIER: (850) 488-7061 • Internet Address: JohnsP@doi.state.fl.us

Affirmative Action / Equal Opportunity Employer

STATE OF FLORIDA

**ARTICLES OF MERGER
OF
PCA LIFE INSURANCE COMPANY
(A FLORIDA CORPORATION)
INTO
HUMANA HEALTH INSURANCE COMPANY OF FLORIDA, INC.
(A FLORIDA CORPORATION)**

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

OCT 18 1998

BY

Legal Division

FILED
OCT 19 1998
2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 628.461 of the Florida Insurance Code and Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

FIRST: The plan of merger is as follows:

(1) PCA Life Insurance Company, a Florida insurance company (the "Non-Survivor"), shall merge into Humana Health Insurance Company of Florida, Inc., a Florida insurance company (the "Merger") which is hereinafter designated as the surviving corporation of the Merger ("HHIC/FL" or the "Surviving Corporation"); and

(2) Terms of the Merger: The Merger shall become effective for share exchange purposes as of the close of business on September 30, 1998 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-Survivor shall cease and the Non-Survivor shall be merged with and into HHIC/FL, with HHIC/FL continuing in existence as the Surviving Corporation, and (ii) HHIC/FL shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivor effective on and after the Effective Time of Merger.

(3) Taking of Necessary Action. HHIC/FL and the Non-Survivor, respectively, shall take all action as may be necessary or appropriate in order to effectuate the transactions contemplated by these Articles. In case, at any time and from time to time after the Effective Time of the Merger, any further action is necessary or desirable to carry out the purposes of these Articles and to vest the Surviving Corporation effective on and after the Effective Time of Merger with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-Survivor, the persons serving as officers and directors of the Non-Survivor prior to the Effective Time of the Merger shall be authorized to take any and all such actions on behalf of the Non-Survivor deemed necessary or desirable by the Surviving Corporation.

(4) Effect on Capital Stock. (a) On the Effective Time of the Merger, each issued and outstanding share of capital stock of HHIC/FL shall remain outstanding and shall represent one issued and outstanding share of the Surviving Corporation and all of the issued and outstanding shares of the capital stock of the Non-Survivor shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

(b) There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation or any of the Non-Survivor, in whole or in part, for cash or other property.

(5) Amendment to the Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of HHIC/FL, filed with the Florida Department of Insurance and Secretary of State, shall be the Articles of Incorporation of the Surviving Corporation, as amended herein. Article III of these Articles shall be amended by striking it in its entirety and replacing it as follows: "The purpose or purposes for which the corporation is organized are to engage in every aspect of Group Life, Accident and Health and Reinsurance -Accident and Health and to engage in any or all lawful business for which corporations may conduct under the applicable provisions of the Florida statutes."

(6) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of HHIC/FL shall be the By-laws of the Surviving Corporation, as amended herein. Article III- Directors, Section 2.-Number, Tenure and Qualifications, Sentence 1, shall be amended by striking the phrase "shall not be less than six (6)" and replaced with the phrase "shall not be less than five (5)."

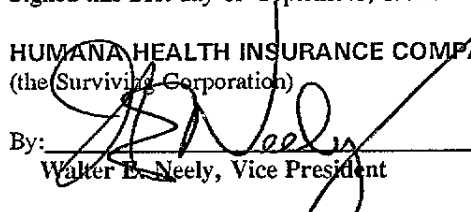
(b) Directors and Officers. The directors and officers of HHIC/FL shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

FIFTH: The effective date of the certificate of merger for share exchange purposes shall be upon filing and approval of the Florida Department of Insurance.


SIXTH: The plan of merger was adopted by the sole shareholders of the Non-Survivor, on the 10th day of February, 1998, and was adopted by the sole shareholder of HHIC/FL on the 10th day of February, 1998.

Signed this 21st day of September, 1998.

HUMANA HEALTH INSURANCE COMPANY OF FLORIDA, INC.
(the Surviving Corporation)

By: 
Walter B. Neely, Vice President

PCA LIFE INSURANCE COMPANY

By: 
James W. Doucette, Vice President