

527769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

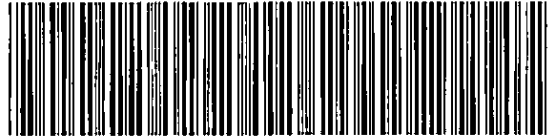
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400321393014

FILED
2018 NOV 29 AM 9:22
CLERK OF SUPERIOR COURT
JULIA A. ROSS, CLERK

EFFECTIVE DATE
12/31/2018

Mr. Ger

NOV 30 2018

JAL BRITTON

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

ACCOUNT NO. : I20000000195

REFERENCE : 506437 4352697

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : November 28, 2018

ORDER TIME : 11:36 AM

ORDER NO. : 506437-020

CUSTOMER NO: 4352697

ARTICLES OF MERGER

CONTINUCARE MSO, INC.

INTO

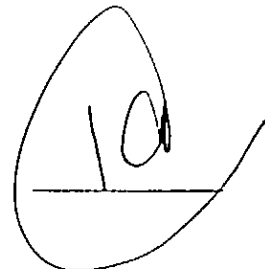
CONTINUCARE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS:



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Continucare Corporation

Name of Surviving Party

Please return all correspondence concerning this matter to:

Mehrya Nawabi

Contact Person

Firm/Company

500 West Main Street, 21st Floor

Address

Louisville, KY 40202

City, State and Zip Code

mnawabi4@humana.com

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

For further information concerning this matter, please call:

Mehrya Nawabi

at (502) 580-3691

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
12/31/2018

FILED
2018 NOV 29 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Continucare MSO, Inc.	Florida	For Profit 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>
Continucare Corporation	Florida	For Profit 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: December 31, 2018

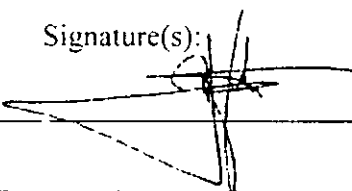
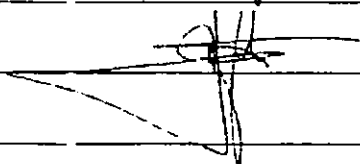
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

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:
Continucare MSO, Inc.		Joseph C. Ventura, SVP, Corporate Secretary & Associate General Counsel
Continucare Corporation		Joseph C. Ventura, SVP, Corporate Secretary & Associate General Counsel

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

OF

**CONTINUCARE MSO, INC.
(A Florida Corporation)**

INTO

**CONTINUCARE CORPORATION
(A Florida Corporation)**

AGREEMENT AND PLAN OF MERGER approved on November 19, 2018, by CONTINUCARE MSO, INC., a corporation organized under the laws of the State of Florida, and by resolution adopted by at least a majority vote of the members of each company's Board of Directors on said date, and approved on November 19, 2018, by CONTINUCARE CORPORATION, a corporation of the State of Florida, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. CONTINUCARE MSO, INC. (hereinafter referred to as "Terminating Corporation") and CONTINUCARE CORPORATION shall, pursuant to the provisions of the laws of the Terminating Corporation's jurisdiction of organization, and of the Business Corporation Act of the State of Florida, be merged with and into a single corporation, to wit, CONTINUCARE CORPORATION, which shall be the Surviving Corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under CONTINUCARE CORPORATION pursuant to the provisions of the Business Corporation Act of the State of Florida. The separate existence of the Terminating Corporation shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

3. The by-laws of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Florida be the by-laws of said Surviving Corporation and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. The shares of each of the merging entities are owned by the same shareholder in equal proportions.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the Terminating Corporation in compliance with the laws of the jurisdiction of each company's organization and by the shareholders of the Surviving Corporation in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by each company's state laws and by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The merger herein provided for shall become effective as of December 31, 2018, with the Florida Secretary of State and all other regulatory agencies.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

(TERMINATING CORPORATION)

ATTEST:

CONTINUCARE MSO, INC.

By: Donald H. Robinson
Donald H. Robinson
Senior Vice President,
Tax

By: Joseph C. Ventura
Joseph C. Ventura
Senior Vice President, Associate
General Counsel & Corporate Secretary

(SURVIVING CORPORATION)

ATTEST:

CONTINUCARE CORPORATION

By: Donald H. Robinson
Donald H. Robinson
Senior Vice President,
Tax

By: Joseph C. Ventura
Joseph C. Ventura
Senior Vice President, Associate
General Counsel & Corporate Secretary