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528248

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone.,

CORPORATION(S) NAME

900002652489--3

-09/30/98--01057--013

****105.00 ****105.00

PCA Health Plans of Florida, Inc.

and

PCA Family Health Plan, Inc.

into:

Humana Medical Plan, Inc.

98 SEP 30 PM 4:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

- ☒ Merger Effective
Close of Business on 9-30-98
☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Fict. Filing
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3
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SEP 30 1998

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Thanks, Melanie

merger

sf

9/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

PCA FAMILY HEALTH PLAN, INC. M00368

PCA HEALTH PLANS OF FLORIDA, INC. L59116

,

INTO

HUMANA MEDICAL PLAN, INC., a Florida corporation, J28248.

File date: September 30, 1998

Corporate Specialist: Susan Payne

STATE OF FLORIDA
ARTICLES OF MERGER
OF
PCA HEALTH PLANS OF FLORIDA, INC.
(A FLORIDA CORPORATION)
AND
PCA FAMILY HEALTH PLAN, INC.
(A FLORIDA CORPORATION)
INTO
HUMANA MEDICAL PLAN, INC.
(A FLORIDA CORPORATION)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 PM 4: 30

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 Health Plans of Florida, Inc. and PCA Family Health Plan, Inc., each of which is a Florida corporation (the "Non-Survivors"), shall merge into Humana Medical Plan, Inc., a Florida health maintenance organization (the "Merger") which is hereinafter designated as the surviving corporation of the Merger ("HMP" 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-Survivors shall cease and the Non-Survivors shall be merged with and into HMP, with HMP continuing in existence as the Surviving Corporation, and (ii) HMP shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivors effective on and after the Effective Time of Merger.

(3) Taking of Necessary Action. HMP and the Non-Survivors, 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-Survivors, the persons serving as officers and directors of the Non-Survivors prior to the Effective Time of the Merger shall be authorized to take any and all such actions on behalf of the Non-Survivors 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 HMP 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-Survivors 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-Survivors, in whole or in part, for cash or other property.

(5) No Amendment to the Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of HMP, filed with the Florida Department of Insurance and Secretary of State, shall be the Articles of Incorporation of the Surviving Corporation. No changes or amendments shall be made to the Articles of Incorporation because of the Merger.

(6) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of HMP shall be the By-laws of the Surviving Corporation. No changes or amendments shall be made to the By-laws because of the Merger.

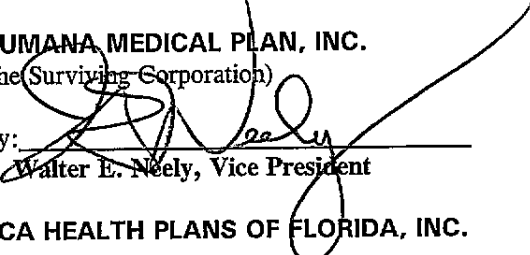
(b) Directors and Officers. The directors and officers of HMP shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

FIFTH: The effective date of the certificate of merger for share exchange purposes shall be upon filing with the Florida Secretary of State, after receiving the required approvals of the Florida Department of Insurance.

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

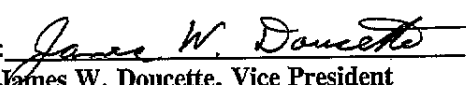
Signed this 21st day of September, 1998.

HUMANA MEDICAL PLAN, INC.
(the Surviving Corporation)

By: 

Walter E. Neely, Vice President

PCA HEALTH PLANS OF FLORIDA, INC.

By: 

James W. Doucette, Vice President

PCA FAMILY HEALTH PLAN, INC.

By: 

James W. Doucette, Vice President