J28248

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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merger
DEC 06 2013
R. WHITE

FILED
13 DEC -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 908478 4352697

AUTHORIZATION : Lynette Coleman

COST LIMIT : $ 70.00

ORDER DATE : December 4, 2013

ORDER TIME : 2:49 PM

ORDER NO. : 908478-005

CUSTOMER NO: 4352697

ARTICLES OF MERGER

ARCADIAN HEALTH PLAN OF
NORTH CAROLINA, INC.

INTO

HUMANA MEDICAL PLAN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE 12/31/2013.
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: ________

ARTICLES OF MERGER

(Profit Corporations)

FILED
13 DEC -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Name	Jurisdiction	Document Number (If known/ applicable)
Humana Medical Plan, Inc.	Florida	J28248

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

Name	Jurisdiction	Document Number (If known/ applicable)
Arcadian Health Plan of North Carolina, Inc.	North Carolina	

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 / 13 (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 08.29.2013.

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 08.29.2013.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Joan O. Lenahan	Joan O. Lenahan	Vice President & Corporate Secretary
Ralph M. Wilson	Ralph M. Wilson	Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
Humana Medical Plan, Inc.	FL Domestic / N.C. Licensed HMO

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

Name	Jurisdiction
Arcadian Health Plan of North Carolina, Inc.	North Carolina

Third: The terms and conditions of the merger are as follows:

See Attached

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

Humana.

Plan of Merger Additional Information Form INHS64

__Third:__ **The Terms and conditions of the merger are as follows:**

In order to consolidate our business and to better serve our members, we have chosen to merge Arcadian Health Plan of North Carolina, Inc. ("AHPNC") a North Carolina Corporation, and Humana Medical Plan, Inc. ("HMP") a Florida Corporation (also licensed in North Carolina), with HMP as the surviving entity effective December 31, 2013.

In addition, AHPNC no longer has active membership as of January 1, 2013. The AHPNC "run-out" claims received in 2013 for services rendered in 2012 are payable through December 31, 2013 by AHPNC, and any remaining "run-out" will be assumed by HMP via the merger.

The Board of Directors of each entity have elected to merge the following affiliated entities. The Merging Sub shall hereby merge into the Surviving Entity and the Surviving Entity shall assume all of the liabilities and obligations of the Merging Sub. The merger will not impact control of the surviving domestic insurer as the ultimate parent of the Surviving Entity does not change.

Merging Sub	Surviving Entity
Arcadian Health Plan of North Carolina, Inc.	Humana Medical Plan, Inc.

__Fourth:__ **The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:**

Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.