

528248

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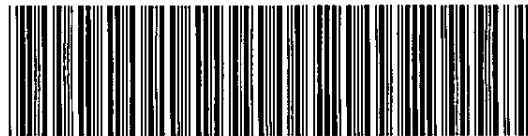
(Business Entity Name)

(Document Number)

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FILED STATE
14 JUN 10 PM 3:21

EFFECTIVE DATE

June 30, 2014

RECEIVED
14 JUN 10 AM 10:58
CLERK OF COURT

Merger
@ 6.11.14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 170741 4352697

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 10, 2014

ORDER TIME : 10:25 AM

ORDER NO. : 170741-005

CUSTOMER NO: 4352697

ARTICLES OF MERGER

HUMANA ADVANTAGECARE PLAN,
INC

INTO

HUMANA MEDICAL PLAN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS:

10

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
June 30, 2014

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> (If known/ applicable)
<u>Humana Medical Plan, Inc.</u>	<u>Florida</u>	<u>J28248</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Humana AdvantageCare</u>	<u>Florida</u>	<u>P01000087158</u>
<u>Plan, Inc</u>		

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 06 / 30 / 14 (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 03.18.2014.

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 03.18.2014.

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

Humana Medical Plan

Joan O. Lenahan

Joan O. Lenahan

Vice President & Corporate Secretary

Humana AdvantageCare

Ralph M. Wilson

Ralph M. Wilson

Plan, Inc.

Vice President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Humana Medical Plan</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Humana AdvantageCare Plan, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

100 percent of the (subsidiary) Humana AdvantageCare Plan, Inc. ("HACP") shares are currently held by the (parent) Humana Medical Plan ("HMP"). After the merger described herein, all HACP shares will be cancelled and only shares of HMP will remain outstanding. HMP is wholly owned by Humana Inc., the ultimate parent in the holding company system.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A