J28248

400264876174

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 17 2014
R. WHITE

ACCOUNT NO. : I20000000195

REFERENCE : 421028 4352697

AUTHORIZATION :

COST LIMIT : $78.75

ORDER DATE : December 15, 2014

ORDER TIME : 8:15 AM

ORDER NO. : 421028-005

CUSTOMER NO: 4352697

ARTICLES OF MERGER

AMERICAN DENTAL PLAN OF NORTH
CAROLINA, INC.

INTO

HUMANA MEDICAL PLAN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
________ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: __________

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Humana Medical Plan, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Courtney Durall
(Contact Person)

Humana Inc.
(Firm/Company)

500 West Main Street, 21st Floor
(Address)

Louisville, KY 40202
(City/State and Zip Code)

For further information concerning this matter, please call:

Courtney Durall At (502) 476-9728
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☑ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
14 DEC 16 AM 11:09

ARTICLES OF MERGER
(Profit Corporations)

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)
American Dental Plan of North Carolina, Inc.	North Carolina	Not Applicable

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 / 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 9/3/2014.

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 9/3/2014.

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
Joan O. Lenahan	Joan O. Lenahan	Vice President & Corporate Secretary
Ralph M. Wilson	[illegible]	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
American Dental 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

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:

Name	Jurisdiction
______________________________	______________________________

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

Name	Jurisdiction
______________________________	______________________________
______________________________	______________________________
______________________________	______________________________
______________________________	______________________________
______________________________	______________________________

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:

(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:

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:

Humana.

Plan of Merger Additional Information

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

In order to consolidate our business and to better serve our members, we would like to merge American Dental Plan of North Carolina, Inc. ("ADP-NC") 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, 2014. In addition, ADP-NC will no longer have active membership as of December 31, 2014. In the event of ADP-NC "run-out" claims received after December 31, 2014 for services rendered during January 1, 2014 through December 31, 2014, such claims 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
American Dental 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.