

L16000196074

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

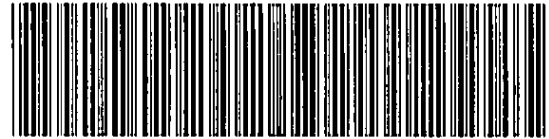
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effective date 9-30-23
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RECEIVED
2023 AUG -4 AM 10:48
SEC. OF STATE
TALLAHASSEE, FLORIDA

FILED
2023 AUG -4 AM 10:03
SEC. OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

AUG -7 2023

CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 08/04/2023
Acc#I20160000072

en: L SW

Name:	Optum Pharmacy 601, LLC
Document #:	
Order #:	15063221

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
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	COGS: <input type="checkbox"/>	

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **90.00**

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Apothecary Holdings, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Sandy Morgan

Contact Person

UnitedHealth Group

Firm/Company

9900 Bren Road E

Address

Minnetonka, MN 55343

City, State and Zip Code

sandy_morgan@uhg.com

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

For further information concerning this matter, please call:

Sandy Morgan

at (952) 936-5730

Name of Contact Person

Area Code

Daytime Telephone Number

— Certified copy (optional) \$30.00

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

CR2E080 (2/20)

Articles of Merger
For
Florida Limited Liability Company

FILED

2023 AUG -4 AM 10: 03

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
Optum Pharmacy 601, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Apothecary Holdings, Inc.	Delaware	Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

24416 N. 19th Avenue

Phoenix, AZ 85085



FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

September 30, 2023

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Optum Pharmacy 601, LLC		Erin A. Satterwhite
Apothecary Holdings, Inc.		Erin A. Satterwhite

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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 an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

**WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
APOTHECARY HOLDINGS, INC.**

The undersigned, being all the members of the Board of Directors (the "Board") of Apothecary Holdings, Inc., ("APH") a Michigan Corporation (the "Corporation"), does hereby adopt, consent to and approve the following resolutions (the "Consent"):

Approval of Merger

WHEREAS, it is deemed in the best interests of the Corporation for it to enter into an Agreement and Plan of Merger with Optum Pharmacy 601, LLC, (OP601) a limited liability company and a wholly owned subsidiary of the Corporation, whereby OP601 will merge with and into the Corporation (the "Merger"), with the Corporation being the surviving entity in the Merger.

WHEREAS, management has recommended the adoption of an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which OP601 will be merged with and into the Corporation (the "Merger") and following the Merger, the separate existence of OP601 shall cease and the Corporation, as the surviving corporation, shall continue its corporate existence.

WHEREAS, the Board has reviewed the Merger Agreement and has determined that consummation of the Merger as set forth in the Merger Agreement is in the best interest of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the following resolutions are hereby approved and adopted:

RESOLVED, that the Merger Agreement, attached hereto as Exhibit A is hereby adopted and approved, and execution of said Merger Agreement upon the terms and conditions substantially as set forth in the attached Exhibit A by the proper officers of the Corporation are hereby authorized and approved.

FURTHER RESOLVED, that this Corporation merge, and it hereby does merge into itself its wholly owned subsidiary, OP601 and assumes all OP601's liabilities and obligations.

FURTHER RESOLVED, that the Merger shall become effective on September 30, 2023 (the "Effective Time").

FURTHER RESOLVED, that the officers, managers, directors, or governors are authorized and empowered (i) to prepare and deliver, in the name and on behalf of the

Corporation, any and all documents, agreements, including the Merger Agreement, and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, including, but not limited to, changes to the Merger Agreement recommended by an appropriate regulatory authority, and (ii) to take such action, or to cause others to take such action, in the name of and on behalf of the Corporation, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

Date: 07/31/2023



Erin A. Satterwhite, Director

EXHIBIT A

Plan and Agreement of Merger

**INSERT A COPY OF THE FINAL VERSION OF
THE AGREEMENT AND PLAN OF MERGER**

**DO NOT HAVE THE COPY OF THE
AGREEMENT AND PLAN OF MERGER SIGNED,
AS IT IS NOT YET APPROVED FOR SIGNATURE UNTIL
AFTER THE BOARD APPROVES IT, NOT BEFORE**

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of September 30, 2023, (the "Effective Time"), by and between Optum Pharmacy 601, LLC a Florida limited liability company (the "Merging Company"), and Apothecary Holdings, Inc., a Delaware Corporation ("Surviving Corporation").

WHEREAS, Merging Company is a wholly owned subsidiary of Surviving Corporation; and

WHEREAS, Merging Company and Surviving Corporation now desire to merge into a single company that shall maintain the same legal entity type as Surviving Corporation.

NOW THEREFORE, the parties to the Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby set forth the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, at the Effective Time, Merging Company will be merged with and into Surviving Corporation, and Surviving Corporation shall continue as the Surviving Corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law (the "Merger").

SECOND, the Surviving Corporation Articles of Incorporation, as heretofore amended and as in effect at the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Merger.

THIRD, the manner and basis of converting the ownership interests, defined as including but not limited to the shares, capital, obligations or other securities established in the of Merging Company and Surviving Corporation (the "Ownership Interests") into Ownership Interests of the surviving corporation or any other legal entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each legal entity into rights to acquire Ownership Interests of the surviving or any other legal entity or, in whole or in part, into cash or other property are as follows:

- (a) At the Effective Time, the Ownership Interests of Merging Company shall be cancelled without consideration (along with any certificates representing same) and all rights in respect thereof shall cease to exist.
- (b) At the Effective Time, each Ownership Interest of Surviving Corporation which is outstanding immediately prior to the Merger shall continue to be outstanding.

FOURTH, the terms and conditions of the Merger are as follows:

- (a) The Articles of Incorporation of Surviving Corporation as exists at the Effective Time and established with its domestic jurisdiction outlining the operations, structure and terms of the corporation shall be and remain the Articles of

Incorporation of the surviving company until the same shall be altered, amended or repealed as therein provided.

- (b) The Management Structure, including but not limited to directors, officers, managers, or governors, for the company defined in the Articles of Incorporation and existing at the Effective Time of Surviving Corporation shall continue in office as the Management Structure of the surviving company until the next meeting required by the Articles of Incorporation of the Management Structure and until their successors shall have been elected and qualified.
- (c) The merger shall become effective at the Effective Time or such later date as the articles of merger are filed with and approved by the Secretary of State (or their equivalent) of Georgia and Michigan.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the Effective Time.

OPTUM PHARMACY 601, LLC

By: _____
Erin A. Satterwhite, Manager

APOTHECARY HOLDINGS, INC.

By: _____
Erin A. Satterwhite, Director