

MO2000003208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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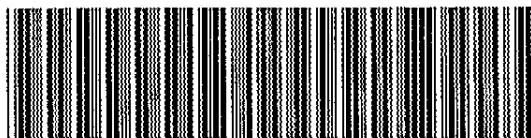
(Business Entity Name)

(Document Number)

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12-31-02  
Effective Date

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02 DEC 20 PM 2:53  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CT CORPORATION**

December 20, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5749880 SO  
Customer Reference 1: 012936.0001  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Heath Insurance Brokers, Inc. (CT)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 23, 2002

CT CORPORATION SYSTEM

SUBJECT: HEATH INSURANCE BROKERS OF FLORIDA LLC  
Ref. Number: M02000003208

We have received your document for HEATH INSURANCE BROKERS OF FLORIDA LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must list the names and addresses of the survivor's managers or managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 802A00067092

*Please label - dte*

*Trevor*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 DEC 24 AM 11:17

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HEATH INSURANCE BROKERS INC. A FLORIDA ENTITY P97000056861

into

**HEATH INSURANCE BROKERS OF FLORIDA LLC**, a Delaware entity  
M02000003208

File date: December 20, 2002 , effective December 31, 2002

Corporate Specialist: Marsha Thomas

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Heath Insurance Brokers, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
<u>Florida Document/Registration Number: P97000056861</u>		<u>FEI Number: 582409127</u>
2. _____		
<u>Florida Document/Registration Number: _____</u>		<u>FEI Number: _____</u>
3. _____		
<u>Florida Document/Registration Number: _____</u>		<u>FEI Number: _____</u>
4. _____		
<u>Florida Document/Registration Number: _____</u>		<u>FEI Number: _____</u>

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Heath Insurance Brokers of Florida LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>
_____	_____	_____
_____	_____	_____

Florida Document/Registration Number: MO2000003208 FEI Number: None

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2002

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Heath Insurance Brokers, Inc.

c. Cynthia L. Henderson

Cynthia L. Herndon,  
Chief Financial Officer  
and Secretary

Heath Insurance Brokers of  
Florida LLC

Cynthia L. Hendon

Cynthia L. Herndon,  
Authorized Representative of  
the Sole Member, Heath  
Holdings USA, Inc.

(Attach additional sheet(s) if necessary)

## **PLAN OF MERGER**

### **MERGING**

**Heath Insurance Brokers, Inc.,  
a Florida corporation**

### **WITH AND INTO**

**Heath Insurance Brokers of Florida LLC,  
a Delaware limited liability company**

This Plan of Merger (the "***Plan of Merger***") is entered into as of December 18, 2002 by and between Heath Insurance Brokers, Inc., a Florida corporation ("***Heath Florida***"), and Heath Insurance Brokers of Florida LLC, a Delaware limited liability company (the "***Company***").

### **RECITALS**

The board of directors and shareholders of Heath Florida and the managers of the Company have determined that it is advisable and in the best interest of each such entity and its respective shareholders or members that Heath Florida be merged (the "***Merger***") with and into the Company on the terms and subject to the conditions set forth herein.

### **TERMS OF AGREEMENT**

In consideration of the mutual representations, warranties, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### **ARTICLE I THE MERGER**

At the Effective Time (defined below), Heath Florida shall be merged with and into the Company in accordance with the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act (collectively, the "***Corporation Laws***"), and the separate existence of Heath Florida shall cease and the Company shall thereafter continue as the surviving entity (the "***Surviving Entity***") under the Corporation Laws.

#### **ARTICLE II THE SURVIVING CORPORATION**

A. At the Effective Time, the Certificate of Formation of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Surviving Entity (a copy of such Certificate of Formation is attached hereto as Exhibit A).



B. At the Effective Time, the Limited Liability Company Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement of the Surviving Entity (a copy of such Limited Liability Company Agreement is attached hereto as Exhibit B).

C. At the Effective Time, the officers and managers of the Company shall be the officers and managers of the Surviving Entity until their successors are elected and have qualified or their earlier death, resignation or removal.

### **ARTICLE III**

#### **MANNER AND BASIS OF CONVERTING SHARES**

The manner and basis of converting the shares of Heath Florida into limited liability company interests, obligations, or other securities of the Surviving Entity 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 Heath Florida into rights to acquire limited liability company interests, obligations, or other securities of the Surviving Entity or any other corporation or, in whole or in part, into cash or other property are as follows:

A. At the Effective Time, each share of the authorized capital stock of Heath Florida, shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding; and the holder of any certificate representing any such shares shall cease to have any rights with respect thereto.

B. At the Effective Time, each option, right, or warrant to acquire shares of the authorized capital stock of Heath Florida, if any, shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding; and the holder of any such options, rights, or warrants shall cease to have any rights with respect thereto.

### **ARTICLE IV**

#### **EFFECT OF MERGER**

At the Effective Time, all property (including, without limitation, the real, personal and intangible property), rights, privileges, powers and franchises of Heath Florida shall vest in the Surviving Entity, and all liabilities and obligations of Heath Florida shall become liabilities and obligations of the Surviving Entity.

### **ARTICLE V**

#### **EFFECTIVE TIME**

As used in this Plan of Merger, the term "*Effective Time*" shall mean January 1, 2003. The Effective Time shall be set forth in the Articles of Merger to be filed with the Secretary of

State of the State of Florida and the Certificate of Merger to be filed with the Secretary of State of the State of Delaware as the effective time of the Merger.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf as of the day and year first written above.

**HEATH INSURANCE BROKERS, INC.**

By:

Name: Cynthia L. Herndon

Title: Chief Financial Officer & Secretary

**HEATH INSURANCE BROKERS OF  
FLORIDA LLC**

By:

Name: Cynthia L. Herndon

Title: Chief Financial Officer & Secretary

**Exhibit "A"**

**to**

**Articles of Merger**

**Cynthia Herndon  
Chief Financial Officer  
Heath Insurance Brokers  
3100 Monticello  
Suite 830  
Dallas, TX 75205**

**Marshall Kath  
Chief Executive Officer  
Heath Insurance Brokers  
3100 Monticello  
Suite 830  
Dallas, TX 75205**

**Todd Teitell  
President  
Heath Insurance Brokers  
3100 Monticello  
Suite 830  
Dallas, TX 75205**