

6/23/2020

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
CONVIVA MEDICAL CENTER MANAGEMENT, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$50.00

2020 JUN 23 PM 11:23

2020 JUN 23 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FL 32304

FILED

COVER LETTER

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TO: Amendment Section
Division of Corporations

SUBJECT: Conviva Medical Center Management, LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Mehrya Nawabi

Contact Person

Firm/Company

500 West Main Street

Address

Louisville, KY 40202

City, State and Zip Code

mnawabi4@humana.com

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

For further information concerning this matter, please call:

Mehrya Nawabi

Name of Contact Person

at (502) 580-3691

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

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

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- ☒ 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 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:

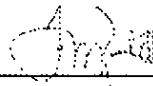
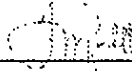
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

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:

July 1, 2020

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:
Continuicare MDHC, LLC		Joseph C. Ruschell, Associate VP, Assistant General Counsel & Corporate Secretary
Conviva Medical Center Management, LLC		Joseph C. Ruschell, Associate VP, Assistant General Counsel & Corporate Secretary
_____	_____	_____
_____	_____	_____

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

Fees:	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	Certified Copy (optional):	\$30.00

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H20000192220 3**AGREEMENT AND PLAN OF MERGER****OF****CONTINUOCARE MDHC, LLC
(A Florida Limited Liability Company)****INTO****CONVIVA MEDICAL CENTER MANAGEMENT, LLC
(A Delaware Limited Liability Company)**

AGREEMENT AND PLAN OF MERGER approved on June 10, 2020 by Continucare MDHC, LLC, a limited liability company organized under the laws of the State of Florida, and by resolution adopted by at least a majority vote of the members of each company's Board of Managers on said date, and approved on June 10, 2020 by Conviva Medical Center Management, LLC, a limited liability company of the State of Delaware, and by resolution adopted by at least a majority vote of the members of its Board of Managers on said date.

1. Continucare MDHC, LLC (hereinafter referred to as "Terminating Corporation") and Conviva Medical Center Management, LLC shall, pursuant to the provisions of the laws of the Terminating Corporation's jurisdiction of organization, and of Chapter 605 of the Florida Revised Limited Liability Act, be merged with and into a single corporation, to wit, Conviva Medical Center Management, LLC, which shall be the Surviving Company upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Company under Conviva Medical Center Management, LLC pursuant to the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Act. The separate existence of the Terminating Company shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Company as in force and effect upon the effective date of the merger in the State of Delaware shall be the Articles of Incorporation of said Surviving Company and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Act.

3. The operating agreement of the Surviving Company as in force and effect upon the effective date of the merger in the State of Delaware be the operating agreement of said Surviving Company and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Limited Liability Act.

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4. The managers and officers in office of the Surviving Company upon the effective date of the merger in the State of Delaware shall continue to be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each membership share of the Terminating Company, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. The membership shares of the Surviving Company shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one membership share of the Surviving Company. The membership shares of each of the merging entities are owned by the same shareholder in equal proportions.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Company for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the Surviving Company for their approval or rejection in the manner prescribed by the provisions of the Delaware Limited Liability Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the Terminating Company in compliance with the laws of the jurisdiction of each company's organization and by the shareholders of the Surviving Company in the manner prescribed by the provisions of the Delaware Limited Liability Act, the Terminating Company and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by each company's state laws and by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Managers and the proper officers of the Terminating Company and of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The merger herein provided for shall become effective July 1, 2020 with the Delaware Secretary of State, Florida Secretary of State, and all other regulatory agencies.

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IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

(TERMINATING COMPANY)

ATTEST:

CONTINUOCARE MDHC, LLC

By: 

Ralph M. Wilson
Vice President

By: 

Joseph M. Ruschell
Associate Vice President, Assistant General
Counsel & Corporate Secretary

(SURVIVING COMPANY)

ATTEST:

CONVIVA MEDICAL CENTER MANAGEMENT, LLC

By: 

Ralph M. Wilson
Vice President

By: 

Joseph M. Ruschell
Associate Vice President, Assistant General
Counsel & Corporate Secretary

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AGREEMENT AND PLAN OF MERGER
OF
PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, LLC
(A Delaware Limited Liability Company)
INTO
CONVIVA MEDICAL CENTER MANAGEMENT, LLC
(A Delaware Limited Liability Company)

AGREEMENT AND PLAN OF MERGER approved on June 10, 2020 by Primary Care Specialists of the Palm Beaches, LLC, a limited liability company organized under the laws of the State of Delaware, and by resolution adopted by at least a majority vote of the members of each company's Board of Managers on said date, and approved on June 10, 2020 by Conviva Medical Center Management, LLC, a limited liability company of the State of Delaware, and by resolution adopted by at least a majority vote of the members of its Board of Managers on said date.

1. Primary Care Specialists of the Palm Beaches, LLC (hereinafter referred to as "Terminating Corporation") and Conviva Medical Center Management, LLC shall, pursuant to the provisions of the laws of the Terminating Corporation's jurisdiction of organization, and of Title 6, Section 18-209 of the Delaware Limited Liability Act, be merged with and into a single corporation, to wit, Conviva Medical Center Management, LLC, which shall be the Surviving Company upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Company under Conviva Medical Center Management, LLC pursuant to the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Act. The separate existence of the Terminating Company shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Company as in force and effect upon the effective date of the merger in the State of Delaware shall be the Articles of Incorporation of said Surviving Company and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Act.

3. The operating agreement of the Surviving Company as in force and effect upon the effective date of the merger in the State of Delaware be the operating agreement of said Surviving Company and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Title 6, Section 18-

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209 of the Delaware Limited Liability Act.

4. The managers and officers in office of the Surviving Company upon the effective date of the merger in the State of Delaware shall continue to be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each membership share of the Terminating Company, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. The membership shares of the Surviving Company shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one membership share of the Surviving Company. The membership shares of each of the merging entities are owned by the same shareholder in equal proportions.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Company for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the Surviving Company for their approval or rejection in the manner prescribed by the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the Terminating Company in compliance with the laws of the jurisdiction of each company's organization and by the shareholders of the Surviving Company in the manner prescribed by the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Act, the Terminating Company and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by each company's state laws and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Managers and the proper officers of the Terminating Company and of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The merger herein provided for shall become effective July 1, 2020 with the Delaware Secretary of State and all other regulatory agencies.

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IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

(TERMINATING COMPANY)

ATTEST:**Primary Care Specialists of the Palm Beaches, LLC**

By: 
Ralph M. Wilson
Vice President

By: 
Joseph M. Ruschell
Associate Vice President, Assistant General
Counsel & Corporate Secretary

(SURVIVING COMPANY)

ATTEST:**Conviva Medical Center Management, LLC**

By: 
Ralph M. Wilson
Vice President

By: 
Joseph M. Ruschell
Associate Vice President, Assistant General
Counsel & Corporate Secretary

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