

MI1000003579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

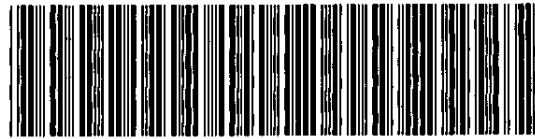
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000253654380

RECEIVED  
DEPARTMENT OF STATE  
13 DEC 17 PM 1:54

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC 18 PM 8:47

Merger  
@ 12/18/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 929609 5017647

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : December 17, 2013

ORDER TIME : 12:15 PM

ORDER NO. : 929609-015

CUSTOMER NO: 5017647

ARTICLES OF MERGER

MEDCO HEALTH SOLUTIONS OF  
HIDDEN RIVER, L.C.

INTO

HIDDEN RIVER, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

(10)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 18, 2013

CSC  
% SUSIE KNIGHT  
TALLAHASSEE, FL 32301

SUBJECT: HIDDEN RIVER PHARMACY, L.L.C.  
Ref. Number: M11000003579

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for HIDDEN RIVER PHARMACY, L.L.C..  
However, the document has not been filed and is being returned for the following:

Please provide the corporate document number for each of the merging  
corporations to verify that the enclosed print out is for the correct corporations  
contained in the merger document.

If you have any questions concerning the filing of your document, please call  
(850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 813A00028678

RECEIVED  
DEPARTMENT OF STATE  
18 DEC 19 PM 1:57

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Hidden River, L.L.C.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Carol Hund

Contact Person

Bryan Cave LLP

Firm/Company

211 N. Broadway, Suite 3600

Address

St. Louis, MO 63102

City, State and Zip Code

carol.hund@bryancave.com

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

For further information concerning this matter, please call:

Carol Hund

Name of Contact Person

at ( 314 ) 259-2468

Area Code and 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC 18 AM 8:47

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
Medco Health Solutions of Hidden River, L.C.	Florida	LLC #L01000012800
Hidden River, L.L.C.	Delaware	LLC #M11000003579

**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>
Hidden River, L.L.C.	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

December 19, 2013 at 3:03 AM EST

---

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Corporation Service Company

---

2711 Centerville Road, Suite 400

---

Wilmington, Delaware 19808

---

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: c/o Express Scripts Pharmacy, Inc.

---

One Express Way

---

St. Louis, Missouri 63121

---

Mailing address: c/o Express Scripts Pharmacy, Inc.

---

One Express Way



---

St. Louis, Missouri 63121

---

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Medco Health Solutions of Hidden River, L.C.		Martin P. Akins, Manager
Hidden River, L.L.C.		Martin P. Akins, Manager

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 a member or authorized representative

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
--	---------

This **AGREEMENT AND PLAN OF MERGER**, dated as of December 16, 2013 (this "Agreement"), is entered into by and between Hidden River, L.L.C., a Delaware limited liability company, and Medco Health Solutions of Hidden River, L.C., a Florida limited liability company ( "MHS Hidden River").

#### RECITALS

- A. The Delaware Limited Liability Company Act (the "DLLCA") and the Florida Statutes permit the merger of a Florida limited liability company with and into a Delaware limited liability company.
- B. MHS Hidden River is a wholly-owned subsidiary of Hidden River.
- C. The sole member and manager of Hidden River has approved the merger of MHS Hidden River with and into Hidden River, with Hidden River being the surviving entity in such merger (the "Merger"). The sole member and manager of MHS Hidden River has approved the Merger.
- F. The Merger is intended to qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

**NOW, THEREFORE**, in consideration of the foregoing, and for other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

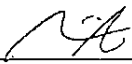
1. **Merger**. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time as defined below, MHS Hidden River shall be merged with and into Hidden River, and the separate existence of MHS Hidden River shall thereupon cease. From and after the Effective Time, Hidden River shall continue in existence as the surviving entity in the Merger (sometimes referred to herein as the "Surviving Entity") and Hidden River shall succeed to and assume all the rights and obligations of MHS Hidden River in accordance with the DLLCA and Florida Statutes.
2. **Effective Time**. The effective time of this Agreement, and the time at which the Merger shall become effective in the State of Delaware (the "Effective Time"), shall be 3:03 a.m. EST on December 19, 2013, as set forth in a Certificate of Merger merging MHS Hidden River with and into Hidden River, filed with the Secretary of States of Florida and Delaware, pursuant to pursuant to the Title 6, Section 18-209 of the DLLCA and Section 608.4382 of the Florida Statutes.
3. **Surviving Entity**. Hidden River shall survive the Merger and shall continue to be governed by the laws of Delaware, and the separate existence of MHS Hidden River shall cease forthwith to the Effective Time.
4. **Governing Documents**. In accordance with the DLLCA and the Florida Statutes, at the Effective Time, the Certificate of Formation and operating agreement of Hidden River shall remain in effect unless and until thereafter duly amended as provided therein and in the manner prescribed by applicable law.
5. **Effects of Merger**. The Merger shall have the effects set forth in Title 6, Section 18-209 of the DLLCA and Section 608.438 of the Florida Statutes.
6. **Effect of Merger on Membership Interests of Hidden River and MHS Hidden River**. The Merger shall have no effect on the membership interests of Hidden River. At the Effective Time, as a result of the Merger and without any action on the part of Hidden River or any other party, all of the membership interests of MHS Hidden River shall be cancelled.




7. **Principal Business Office/Registered Office and Registered Agent.** After the Merger, the location of the principal business office and the registered office of Hidden River shall remain the same as the principal business office and the registered office, Hidden River, respectively, of Hidden River prior to the Merger, and Hidden River's registered agent for service of process shall be that which has been designated by Hidden River prior to the Merger.
8. **Termination.** At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the sole member and manager of Hidden River or the sole member and manager of MHS Hidden River.
9. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.
10. **Counterparts.** This Agreement may be executed in counterparts. The signature pages may be delivered by facsimile transmission or electronic mail ("e-mail") transmission.
11. **Section 368 Reorganization.** The Merger is intended to qualify as a reorganization within the meaning of Section 368 of the Code. MHS Hidden River and Hidden River shall take no position inconsistent or contrary to such treatment unless required by applicable law. Each of MHS Hidden River and Hidden River shall timely file any statements required pursuant to Treasury Regulations Section 1.368-3(a).

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first written above.

HIDDEN RIVER, L.L.C.

By:  \_\_\_\_\_, Manager  
Martin P. Akins

MEDCO HEALTH SOLUTIONS OF  
HIDDEN RIVER, L.C.

By:  \_\_\_\_\_, Manager  
Martin P. Akins