

# N170000006150

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 DEC 28 PM 4: 31

*Man*

JAN 11 2018

D CUSHING



Health First Group, Inc.  
10000 Corporate Blvd.  
Tallahassee, FL 32310  
Tel: 904.437.1100  
Health First.org

- Health Insurance
- Hospitals
- Medical Group
- Outpatient Services

December 27, 2017

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

Via Federal Express 7710 8877 3027

**RE: *Health First Administrative Plans, Inc.***  
***Health First Commercial Plans, Inc.***  
***NewCo Health First Administrative Plans, Inc.***  
***NewCo Health First Commercial Plans, Inc.***

Dear Sir or Madam:

Enclosed, together with the requisite filing fees, please find the following:

1. Articles and Plan of Merger for NewCo Health First Administrative Plans, Inc./Health First Administrative Plans, Inc.;
2. Articles and Plan of Merger for NewCo Health First Commercial Plans, Inc./Health First Commercial Plans, Inc.;
3. Articles of Amendment for NewCo Health First Administrative Plans, Inc.; and
4. Articles of Amendment for NewCo Health First Commercial Plans, Inc.

Please process in your usual manner. In the event you have any questions, concerns, or require additional information, please do not hesitate to contact me.

Sincerely,

Kim Nowakowski  
Legal Operations Manager

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 DEC 28 PM 4:31



6450 E. Highway 1  
Rockledge, Florida 32955  
Tel 321.434.4100  
Health-First.org

- Health Insurance
- Hospitals
- Medical Group
- Outpatient Services

January 10, 2018

Division of Corporations  
Amendment Section  
Attn: Diane Cushing  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Via Federal Express 771184518470

**RE:   Health First Administrative Plans, Inc.**  
      **Health First Commercial Plans, Inc.**  
      **NewCo Health First Administrative Plans, Inc.**  
      **NewCo Health First Commercial Plans, Inc.**

Dear Ms. Cushing:

Further to my letter of December 27, 2017 and our telephone conversation this afternoon, enclosed please find our checks, both for \$35, as the additional fee for the two above-referenced mergers.

Please process in your usual manner. In the even you have any questions, concerns, or require additional information, please do not hesitate to contact me.

Sincerely,

Kim Nowakowski  
Legal Operations Manager

Encls.

18 JAN 11 PM 2:24  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 3, 2018

KIM NOWAKOWSKI  
HEALTH FIRST  
6450 US HIGHWAY 1  
ROCKLEDGE, FL 32955

SUBJECT: NEWCO HEALTH FIRST ADMINISTRATIVE PLANS, INC.  
Ref. Number: N17000006150

We have received your document for NEWCO HEALTH FIRST ADMINISTRATIVE PLANS, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a \$35.00 balance due.

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) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 018A00000115

# ARTICLES OF MERGER

of

**HEALTH FIRST ADMINISTRATIVE PLANS, INC.,**  
a Florida corporation

with and into

**NEWCO HEALTH FIRST ADMINISTRATIVE PLANS, INC.,**  
a Florida not-for-profit corporation

January 1, 2018

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
17 DEC 28 PM 4:31

The following Articles of Merger (these "Articles of Merger") are submitted to merge the following Florida profit and non-profit corporations in accordance with Section 617.0302 of the Florida Statutes.

**FIRST:** The exact name, form/entity type and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Health First Administrative Plans, Inc. D15000005700	Florida	Florida Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NewCo Health First Administrative Plans, Inc.	Florida	Florida Non-Profit Corporation

**THIRD:** The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 and/or 617 of the Florida Statutes.

**FOURTH:** The effective date and time of the merger shall be January 1, 2018 at 12:01 a.m. Eastern Standard Time.

**FIFTH:** Adoption of Merger by Merging Party. The Plan of Merger was adopted by the sole shareholder of the merging for-profit corporation on August 24, 2017. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: One (1) FOR, and Zero (0) AGAINST.

**SIXTH:** Adoption of Merger by Surviving Party. There are no members of the surviving not-for-profit corporation entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of trustees of the surviving corporation on August 24, 2017. The number of trustees in office was six (6). The vote for the Plan of Merger was as follows: Six (6) FOR, and Zero (0) AGAINST.

**[SIGNATURES APPEAR ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, the parties have executed these Articles of Merger of Health First Administrative Plans, Inc. with and into NewCo Health First Administrative Plans, Inc. as of the date first set forth above.

**MERGING CORPORATION:**

**HEALTH FIRST ADMINISTRATIVE PLANS,  
INC.,**

*a Florida corporation*

By: 

Name: Drew A. Rector

Title: President/CEO

**SURVIVING CORPORATION:**

**NEWCO HEALTH FIRST ADMINISTRATIVE  
PLANS, INC.,**

*a Florida not-for-profit corporation*

By: 

Name: Joseph G. Felkner

Title: Secretary/Treasurer

**EXHIBIT A**

**Plan of Merger**

*(see attached)*

## PLAN OF MERGER

January 1, 2018

In compliance with Section 607.1108 and Section 617.1103 of the Florida Statutes, **Health First Administrative Plans, Inc.**, a Florida corporation (the "Merging Corporation"), and **NewCo Health First Administrative Plans, Inc.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby adopt and submit the following Plan of Merger (this "Plan");

**FIRST:** The exact name, form/entity type and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<b>Health First Administrative Plans, Inc.</b>	Florida	Florida Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<b>NewCo Health First Administrative Plans, Inc.</b>	Florida	Florida Non-Profit Corporation

**THIRD:** The terms and conditions of the merger are as follows:

(a) In accordance with the applicable provisions of Chapter 607 and Chapter 617 of the Florida Statutes, the Merging Corporation shall be merged with and into the Surviving Corporation and thereupon, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue to exist under and be governed by Chapter 617 of the Florida Statutes and shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Merging Corporation, as more particularly set forth in Chapter 617 of the Florida Statutes (the "Merger"). The Merger shall become effective on January 1, 2018 at 12:01 a.m. Eastern Standard Time (the "Effective Time").

(b) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of the Surviving Corporation upon and following the Effective Time, until further amended as permitted by law and by the Surviving Corporation's governing documents and agreements.

(c) The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of the Surviving Corporation upon and following the Effective Time, until further amended as permitted by law and by the Surviving Corporation's governing documents and agreements.

(d) The trustees and officers of the Surviving Corporation in office immediately prior to the Effective Time shall be the trustees and officers of the Surviving Corporation upon and following the Effective Time and shall hold office in accordance with the Surviving Corporation's governing documents and agreements.

(e) If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

**FOURTH:** Upon the Effective Time, by operation of the Merger, one hundred percent (100%) of the issued and outstanding capital stock of the Merging Corporation shall be cancelled, and no cash, interests, securities or other property shall be payable in respect thereof.

**FIFTH:** There are no rights to acquire shares, interests, obligations, memberships or any other securities in the Merging Corporation or the Surviving Corporation.

**[SIGNATURES APPEAR ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

**MERGING CORPORATION:**

**HEALTH FIRST ADMINISTRATIVE PLANS,  
INC.,**

*a Florida corporation*

By: 

Name: Drew A. Rector

Title: President/CEO

**SURVIVING CORPORATION:**

**NEWCO HEALTH FIRST ADMINISTRATIVE  
PLANS, INC.,**

*a Florida not-for-profit corporation*

By: 

Name: Joseph G. Felkner

Title: Secretary/Treasurer