

N17000006151

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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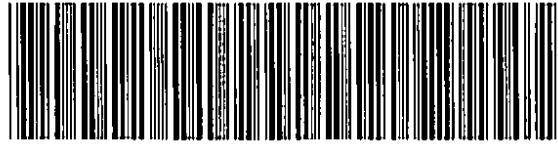
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Margy

JAN 11 2018

D CUSHING



14700 S. Orange Blvd.
Orlando, FL 32837
Tel: 407.433.1900
HealthFirst.org

- Health Insurance
- Hospital
- 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.;
4. Articles of Amendment for NewCo Health First Commercial Plans, Inc.

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DIVISION OF CORPORATIONS
17 DEC 28 PM 4:31

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.



6450 US Highway 1
Rockledge, Florida 32955
Tel 321 434 4300
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.

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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 COMMERCIAL PLANS, INC.
Ref. Number: N17000006151

We have received your document for NEWCO HEALTH FIRST COMMERCIAL 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.

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

Diane Cushing
Senior Section Administrator

Letter Number: 218A00000116

ARTICLES OF MERGER

of

HEALTH FIRST COMMERCIAL PLANS, INC.,
a Florida corporation

with and into

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

January 1, 2018

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DIVISION OF CORPORATIONS
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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 Commercial Plans, Inc. P15-5802 | 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 Commercial 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 10, 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 10, 2017. The number of trustees in office was six (6). The vote for the plan was as follows: Six (6) FOR, and Zero (0) AGAINST.

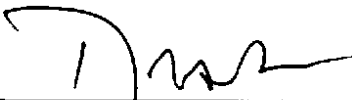
[SIGNATURES APPEAR ON FOLLOWING PAGE]

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

MERGING CORPORATION:

**HEALTH FIRST COMMERCIAL PLANS,
INC.,**

a Florida corporation

By:  _____

Name: Drew A. Reector

Title: President/CEO

SURVIVING CORPORATION:

**NEWCO HEALTH FIRST COMMERCIAL
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 Commercial Plans, Inc.**, a Florida corporation (the "Merging Corporation"), and **NewCo Health First Commercial 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> |
|--|---------------------|----------------------------|
| Health First Commercial Plans, Inc. | 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 Commercial Plans, Inc. | 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 COMMERCIAL PLANS,
INC.,**

a Florida corporation

By: 

Name: Drew A. Rector

Title: President/CEO

SURVIVING CORPORATION:

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

a Florida not-for-profit corporation

By: 

Name: Joseph G. Felkner

Title: Secretary/Treasurer