

P20000098438

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

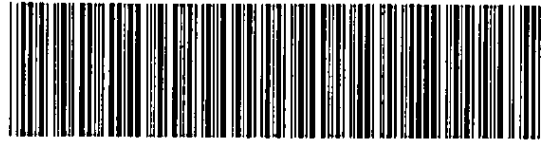
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

(Article Six)
AR must be filed

Office Use Only



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02/02/21--01011--005 **70.00

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2021 APR 26 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FL

Morgan

JUN 08 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MedPlan-CD Inc.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lauren Kucera

Contact Person

Firm/Company

910 Skokie Blvd Suite 112

Address

Northbrook, IL 60062

City/State and Zip Code

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

For further information concerning this matter, please call:

Lauren Kucera

Name of Contact Person

At (847) 564-2250 x-12

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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2021 APR 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL



RECEIVED

2021 APR 26 PM 3:19

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2021

LAUREN KUCERA
910 SKOKIE BLVD., SUITE 112
NORTHBROOK, IL 60062

SUBJECT: MEDPLAN-CD INC.
Ref. Number: P20000098438

We have received your document for MEDPLAN-CD INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

✓ Since there is a foreign corporation involved you need to check one of the boxes (sixth or seventh) about being duly authorized in accordance with the corporation's organic law.

✓ 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: 321A00006587

ARTICLES OF MERGER

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2021 APR 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|---------------------|--------------------|--|
| MedPlan-CD Inc. | Florida | Corporation | P20000098438 |

SECOND: The name and jurisdiction of each merging eligible entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|---------------|---------------------|--------------------|--|
| Med-Plan Inc. | Illinois | Corporation | 53641202 |
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

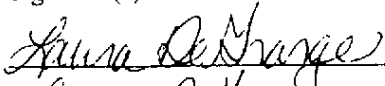
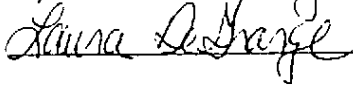
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such

EIGHTH: 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:

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.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|--|---|
| Med-Plan Inc. |  | Laura DeGrange, Secretary |
| MedPlan-CD Inc. |  | Laura DeGrange, Secretary |
| | | |
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|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| 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 |

PLAN OF MERGER(non-subsiary)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: Name and jurisdiction of surviving corporation: MedPlan Inc. Florida

SECOND: Name and jurisdiction of each merging corporation: Med-Plan Inc. Illinois

THIRD: The terms and conditions of the merger are:

Transferor, Med-Plan Inc., an Illinois corporation, and MedPlan-CD Inc., a Florida corporation have been approved by the Board of Directors and Shareholders to merge pursuant to Florida State 607.1101, and Illinois Statute 805 ILCS section 5/11.05, and IRC Section 368(a)(1)(F). The surviving corporation, MedPlan-CD Inc., a Florida corporation will contain the same assets, and liabilities, if any, of the transferor. All outstanding and authorized shares of transferor are converted and merged into shares of the surviving corporation.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation in whole, into cash or other property and the manner and basis of converting rights to acquire shares of the transferor corporation into rights to acquires shares, obligations or other securities of the surviving corporation in whole, into cash or other property are as follows:

The issued common shares of the transferor (non-surviving) corporation will be cancelled, as all issued shares of the two entities participating in the merger are owned by the same individuals in identical proportions.

All the authorized, outstanding and issued shares of the transferor corporation are converted and merged to the surviving corporation. Immediately after the transfer the transferor corporation and shareholders immediately before the transfer are in control of the surviving corporation and its assets. The merger into the surviving corporation is reorganization for the purpose of a location change. The surviving corporation will use the existing federal tax identification number after the corporate merger, and the corporation continues as an S-corporation.

There are no amendments to the articles of incorporation of the surviving corporation.