

P31940

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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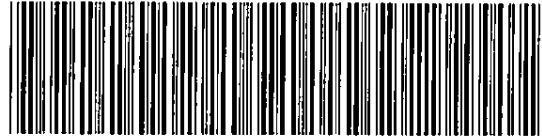
(Business Entity Name)

(Document Number)

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

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*Merger*

FILED  
2024 JAN 31 AM 10:38

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2024 JAN 31 AM 10:32

STATE OF ARIZONA  
DEPARTMENT OF REVENUE

A. RAMSEY  
FEB - 1 2024

**CT CORP**  
**(850) 656- 4724**  
**3458 lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 01/31/2024

Acc#120160000072

*mic DW*

Name:	Preferred Care Network of Florida, Inc.
Document #:	
Order #:	15347542

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
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Email Address for Annual Report Notifications:

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Availability _____
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Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **78.75**

Thank you!

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** United HealthCare Services, 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:

Nancy Waskosky

Contact Person

United HealthCare Services, Inc.

Firm/Company

9900 Bren Road East

Address

Minnetonka, MN 55343

City/State and Zip Code

nancy\_m\_waskosky@uhg.com

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

For further information concerning this matter, please call:

Nancy Waskosky

Name of Contact Person

At ( 952 ) 936-1709

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.

**ARTICLES OF MERGER**

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2024 JAN 31 AM 10:38

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)
United HealthCare Services, Inc.	Minnesota	Corporation	P31940

**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)
Preferred Care Network of Florida, Inc.	Florida	Corporation	P05000121690

**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 eligible entity's organic law.

**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:

January 31, 2024

**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:
Preferred Care Network of Florida, Inc.		Heather A. Lang, Assistant Secretary
United HealthCare Services, Inc.		Heather A. Lang, Assistant Secretary

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

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") is entered into as of January 30, 2024, by and between Preferred Care Network of Florida, Inc., a Florida corporation ("PCNFL") and United HealthCare Services, Inc., a Minnesota corporation ("UHS").

**WHEREAS**, PCNFL and UHS desire to merge into a single corporation as hereinafter specified.

**NOW THEREFORE**, the parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

**FIRST**, at the Effective Time (as defined below), PCNFL will be merged with and into its sole shareholder, UHS, and UHS shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law.

**SECOND**, the Articles of Incorporation of UHS, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

**THIRD**, the manner and basis of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

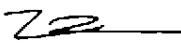
- (a) At the Effective Time, the outstanding shares of PCNFL shall be cancelled without consideration and all rights in respect thereof shall thereupon cease to exist.
- (b) At the Effective Time, each share of UHS, which is outstanding immediately prior to the Effective Time of the merger shall continue to be outstanding after the Effective Time of the merger.

**FOURTH**, the terms and conditions of the merger are as follows:

- (a) The bylaws of UHS as they shall exist on the Effective Time of the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.
- (b) The directors and officers of UHS shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) The merger shall become effective (the "Effective Time") on January 31, 2024, or such later date as certificates of merger (or their equivalents) are filed with the Secretaries of State of Florida and Minnesota.

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

**PREFERRED CARE NETWORK OF FLORIDA, INC.**

By:   
Heather A. Lang, Assistant Secretary

**UNITED HEALTHCARE SERVICES, INC.**

By:   
Heather A. Lang, Assistant Secretary