

P941000047796

\_\_\_\_\_  
(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



600311753616

RECEIVED  
2018 APR 11 PM 1:34  
FALLAPPROPRIATE

18 APR 11 AM 9:12

*Merger*

R. WHITE

APR 12 2018

# CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

**Date:** 4/11/2018

Acc#I20160000072



Name:	Health Business Systems, Inc.
Document #:	
Order #:	10924907

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

Filing:	Certified:
	Plain:
	COGS:

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

Amount: \$ 78.75

Thank you!

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

SUBJECT: Pharmacy Software Holdco, Inc.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Christine Feldman  
Contact Person

Pharmacy Software Holdco, Inc.  
Firm/Company

9900 Bren Road E., AZ990-1000  
Address

Minnetonka, MN 55394  
City/State and Zip Code

---

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

For further information concerning this matter, please call:

\_\_\_\_\_ At (\_\_\_\_\_) \_\_\_\_\_  
Name of Contact Person Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

18 APR 11 AM 9:10

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pharmacy Software Holdco, Inc.	Pennsylvania	PA:731089

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Health Business Systems, Inc.	Florida	P94000047796

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.


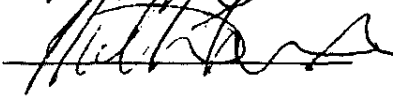
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Pharmacy Software Holdco, Inc.		Heather Lang Jacobsen, Assistant Secretary
Health Business Systems, inc.		Heather Lang Jacobsen, Assistant Secretary

## **PLAN OF MERGER**

**(Non Subsidiaries)**

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:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Pharmacy Software Holdco, Inc.

Pennsylvania

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Health Business Systems, Inc.

Florida

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

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

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

*(Attach additional sheets if necessary)*



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of April 10, 2018, by and between Health Business Systems, Inc., a Florida corporation and Pharmacy Software Holdco, Inc., a Pennsylvania corporation.

**WHEREAS**, Health Business Systems, Inc. and Pharmacy Software Holdco, Inc. desire to merge into a single company as hereinafter specified.

**WHEREAS**, Health Business Systems, Inc. and Pharmacy Software Holdco, Inc. are both wholly-owned subsidiaries of OptumRx Administrative Services, LLC.

**NOW THEREFORE**, the parties to the 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), Health Business Systems, Inc. will be merged with and into Pharmacy Software Holdco, Inc., and Pharmacy Software Holdco, Inc. shall continue as the surviving company, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law.

**SECOND**, the Certificate of Incorporation of Pharmacy Software Holdco, Inc., which is the surviving company, 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 Certificate of Incorporation of the company surviving the merger.

**THIRD**, At the Effective Time, the outstanding shares of Health Business Systems, Inc. shall be cancelled without consideration (along with the certificates representing same) and all rights in respect of the same shall thereupon cease to exist, and each share of Pharmacy Software Holdco, Inc. that is outstanding immediately prior to the merger shall continue to be outstanding for the surviving company.


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

- (a) The Bylaws of Pharmacy Software Holdco, Inc. as they shall exist on the effective date of this Merger shall be and remain the Bylaws of the surviving company until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of Pharmacy Software Holdco, Inc. shall continue in office as the directors and officers of the surviving company until the next annual meeting of shareholders or until their successors shall have been elected and qualified.


(c) The merger shall become effective (the "Effective Time") on April 13, 2018.

**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.


**HEALTH BUSINESS SYSTEMS, INC.**

By:   
Name: Heather A. Lang Jacobsen  
Title: Assistant Secretary

**PHARMACY SOFTWARE HOLDCO, INC.**

By:   
Name: Heather A. Lang Jacobsen  
Title: Assistant Secretary

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to:  Name _____  Address _____  City _____ State _____ Zip Code _____	<b>Statement of Merger</b> DSCB:15-335 (7/1/2015)   335
<input checked="" type="checkbox"/> Return document by email to: <u>christine.e.feldman@ugh.</u>	

Read all instructions prior to completing.

Fee: \$70 plus \$40 for each association that is a party to the merger  
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: Pharmacy Software Holdco, Inc.
2. The jurisdiction of formation of the surviving association: Pennsylvania
3. The type of association of the surviving association is (check only one):
  - ☒ Business Corporation
  - ☐ Nonprofit Corporation
  - ☐ Limited Liability Company
  - ☐ Limited Partnership
  - ☐ Limited Liability (General) Partnership
  - ☐ Limited Liability Limited Partnership
  - ☐ Business Trust
  - ☐ Professional Association
  - ☐ Other \_\_\_\_\_

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- ☒ Domestic (Pennsylvania) filing entity already in existence on Department of State records  
*If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.*
- ☐ NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)  
*Attach to this Statement the public organic record of the new entity.*
- ☐ Foreign filing association or foreign limited liability partnership already registered with the Department.  
*If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.*
- ☐ Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State  
*Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.*

Its current registered office address. Complete part (a) **OR** (b) – not both:

(a) \_\_\_\_\_  
 Number and street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

- ☐ NEW domestic (Pennsylvania) limited liability partnership or electing partnership  
*Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)*
- ☐ Domestic association that is not a domestic filing association  
*Attach to this Statement tax clearance certificates*

The address, including street and number, if any, of its principal office:

\_\_\_\_\_  
 Number and street City State Zip County

- ☐ Foreign association that is not, and will not, be registered with the Department of State  
*Attach to this Statement tax clearance certificates.*

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

\_\_\_\_\_  
 Number and street City State Zip

2. The jurisdiction of formation of the merging association: Florida

☒ Business Corporation     
 ☐ Limited Partnership     
 ☐ Business Trust  
☐ Nonprofit Corporation     
 ☐ Limited Liability (General) Partnership     
 ☐ Professional Association  
☐ Limited Liability Company     
 ☐ Limited Liability Limited Partnership     
 ☐ Other \_\_\_\_\_

<input type="checkbox"/>	<p>If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State.          Complete part (a) <b>OR</b> (b) – not both:</p> <p>(a) _____          Number and street City State Zip County</p> <p>(b) c/o: _____          Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the merging association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street City State Zip County</p>
<input checked="" type="checkbox"/>	<p>If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>1200 South Pine Island Road Plantation FL 33324</p> <p>Number and street City State Zip</p>

PA033 - 7/1/2015 Wolters Kluwer Online

DSCB:15-335-4

**C. Effective date of statement of merger** (check, and if appropriate complete, one of the following):

- ☐ This Statement of Merger shall be effective upon filing in the Department of State.  
☒ This Statement of Merger shall be effective on: 04/13/2018 at \_\_\_\_\_  
Date (MM/DD/YYYY) Hour (if any)

**D. Approval of merger by merging associations** (check all applicable statement(s)):

- ☒ For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).  
☒ For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.  
☒ For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

**E. Attachments** (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 10 day of March April, 20 18.

Health Business Systems, inc.

Name of Merging Association

  
Signature

Assistant Secretary

Title

Pharmacy Software Holdco, Inc.

Name of Merging Association

  
Signature

Assistant Secretary

Title