

FROM : FLORIDA FILING

FAX NO. : 8502160460

Apr. 30 2009 10:39AM P1/12

Division of Corporations

Page 1 of 1

**P97000107149**

**Florida Department of State  
Division of Corporations  
Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**(((H09000130705 3)))**



H090001307053ABCZ

**Note: DO NOT hit the REFRESH/RLOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : FLORIDA FILING & SEARCH SERVICES  
Account Number : 120000000189  
Phone : (850) 216-0457  
Fax Number : (850) 216-0460

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 28 PM 2:42

RECEIVED  
2009 MAY 28 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**SHPS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$78.75

**C.COULLIETTE**

Electronic Filing Menu

Corporate Filing Menu

Help  
MAY 28 2009

**EXAMINER**  
6/10/2009

FROM : FLORIDA FILING

FAX NO. : 8502160460

Apr. 30 2009 10:39AM P2/12

H 0 9 0 0 0 1 3 0 7 0 5

ARTICLES OF MERGER  
OF  
SHPS ACQUISITION, INC., A FLORIDA CORPORATION  
WITH AND INTO  
SHPS, INC., A FLORIDA CORPORATION

Pursuant to the Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which SHPS Acquisition, Inc., a Florida corporation (the "Terminating Corporation"), shall be merged (the "Merger") with and into SHPS, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the Agreement and Plan of Merger, dated as of the date hereof (as amended, the "Merger Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Plan of Merger. The plan of merger is set forth in the Merger Agreement, a copy of which is attached hereto as Exhibit A.
2. Effective Date. The effective date of the Merger herein contemplated shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.
3. Shareholder Approval. The Merger Agreement was approved and adopted by the shareholders of the Terminating Corporation and by the shareholders of the Surviving Corporation on May 28, 2009.
4. Articles of Incorporation. The Fourth Amended and Restated Articles of Incorporation, attached hereto as Exhibit B, shall be the Surviving Corporation's Articles of Incorporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 28 PM 2:42

H 0 9 0 0 0 1 3 0 7 0 5

FROM :FLORIDA FILING

FAX NO. :8502160460

Apr. 30 2009 10:39AM P3/12

H 0 9 0 0 0 1 3 0 7 0 5

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger  
to be executed as of this 28<sup>th</sup> day of May, 2009.

"Terminating Corporation"

SHPS ACQUISITION, INC.

By: 

Name: John W. McCarty

Title: Executive Vice President and Chief Financial Officer

"Surviving Corporation"

SHPS, INC.

By: 

Name: John W. McCarty

Title: Executive Vice President and Chief Financial Officer

H 0 9 0 0 0 1 3 0 7 0 5

FROM : FLORIDA FILING

FAX NO. : 8502160460

Apr. 30 2009 10:40AM P4/12

H 0 9 0 0 0 1 3 0 7 0 5

Exhibit A

Merger Agreement

H 0 9 0 0 0 1 3 0 7 0 5

**EXECUTION VERSION****AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement"), dated as of May 28, 2009, is by and between SHPS Acquisition, Inc., a Florida corporation ("Merger Sub"), and SHPS, Inc., a Florida corporation (the "Company"). Merger Sub and the Company hereby agree as follows:

**ARTICLE I****The Merger**

1.1. **The Company.** At the Effective Time (as defined below), Merger Sub shall be merged with and into the Company (the "Merger") in accordance with Sections 607.1101 and 607.1106 of the Florida Business Corporation Act (the "FBCA"), and the Company shall be the surviving corporation of the Merger (the "Surviving Corporation"). The identity, existence, rights, privileges, powers, franchises, properties and assets of the Company shall continue unaffected and unimpaired by the Merger. At the Effective Time, the identity and separate existence of Merger Sub shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Merger Sub shall be vested in the Company and the Company shall be responsible and liable for all of the liabilities and obligations of the Merger Sub, all in accordance with Section 607.1106 of the FBCA.

1.2. **Articles of Incorporation.** From and after the Effective Time and thereafter until amended as provided by law, the Fourth Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Corporation.

1.3. **Effective Time.** The Merger shall be effective the date on which the Articles of Merger are filed with the Florida Secretary of State, which time is herein referred to as the "Effective Time."

1.4. **Conversion of Company Stock.** At the Effective Time, (i) each share of the Company's stock of any class or series outstanding immediately prior to the Effective Time (including shares held in the treasury of the Company (the "Treasury Shares")), shall, by virtue of the Merger and without any action on the part of the Company, Merger Sub or any shareholder, be cancelled and converted into the right to receive, in cash and without interest, \$0.000001 per share; provided, however that (x) no payment shall be made in respect of the Treasury Shares, shares held by Merger Sub and shares held by any shareholder who validly exercises appraisal rights pursuant to Section 607.1302 of the FBCA and (y) any payment in respect of such cancelled shares shall only be made to the applicable holder upon surrender of the certificate (or affidavit of loss in lieu thereof) representing such shares to the Surviving Corporation, accompanied by such documentation as may be reasonably required by the Surviving Corporation, and (ii) each share of common stock of Merger Sub currently held by the sole shareholder of Merger Sub shall be converted into twenty three thousand five hundred one (23,501) shares of common stock, per value \$0.01 per share, of the Surviving Corporation, certificates for which shall be issued to the sole shareholder of Merger Sub. For the avoidance of doubt, although the parties hereto believe that all of the equity value of the Company immediately prior to the Effective Time is inherent in the outstanding shares of Series A, B and

H 0 9 0 0 0 1 3 0 7 0 5

C preferred stock (collectively, the "Company Preferred Stock"), each with a par value of \$0.01 per share of the Company (and in fact the equity value of the Company is less than the full amount of the payments on the outstanding shares of Company Preferred Stock payable by the Company upon liquidation, dissolution or winding up of the Company pursuant to the Company's Articles of Incorporation in effect immediately prior to the Effective Time) and the fair market value of the shares of common stock, par value \$0.01, of the Company (the "Company Common Stock") outstanding immediately prior to the Effective Time is \$0.00, the same nominal value has been assigned to each outstanding share of Company Common Stock and Company Preferred Stock for administrative convenience and to give effect to the Merger under the FBCA.

## ARTICLE II Miscellaneous

2.1. Termination. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time before the Effective Time whether before or after adoption and approval of this Agreement by the mutual consent of the Boards of Directors of Merger Sub and the Company. In the event of termination and abandonment under this Section 2.1, this Agreement shall forthwith become void and there shall be no liability on the part of any of Merger Sub or the Company or their respective officers and directors.

2.2. Expenses. Whether or not the Merger is consummated, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the Company.

2.3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

2.4. Entire Agreement, Assignability, Etc. This Agreement (i) constitutes the entire agreement, and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof, (ii) is not intended to confer upon any person other than the parties hereto any rights or remedies hereunder and (iii) shall not be assignable by operation of law or otherwise.

2.5. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument.

*[Remainder of Page Intentionally Left Blank]*

H 0 9 0 0 0 1 3 0 7 0 5

FROM :FLORIDA FILING


FAX NO. :8502160460

Apr. 30 2009 10:40AM P7/12


H 0 9 0 0 0 1 3 0 7 0 5

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first above written.

SHPS, INC.

By:   
Name: John W. McCarty  
Title: Executive Vice President and Chief Financial Officer

SHPS ACQUISITION, INC.

By:   
Name: John W. McCarty  
Title: Executive Vice President and Chief Financial Officer

H 0 9 0 0 0 1 3 0 7 0 5

FROM : FLORIDA FILING

FAX NO. : 8502160460

Apr. 30 2009 10:40AM PB/12

H 0 0 0 0 1 3 0 7 0 5

Exhibit B

Fourth Amended and Restated Articles of Incorporation

H 0 0 0 0 1 3 0 7 0 5



H 0 9 0 0 0 1 3 0 7 0 5

EXECUTION VERSION

SHPS, INC.

FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act (the "FBCA"), SHPS, Inc. hereby adopts these Fourth Amended and Restated Articles of Incorporation:

FIRST: The name of this corporation is SHPS, Inc.

SECOND: The Corporation's Articles of Incorporation are restated in their entirety as follows:

ARTICLE I

Name

The name of the corporation is: SHPS, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the Principal Office of the corporation and its mailing address is 9200 Shelbyville Road, 7th Floor, Louisville, Kentucky 40222. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE III

Registered Office

The registered office of this corporation in the State of Florida is located at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331. The name of its registered agent at such address is NRAI Services, Inc.

ARTICLE IV

Nature of Business

This corporation may engage or transact in any lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V

Capital Stock

The total number of shares of stock that this corporation shall have authority to issue is 25,000,000 shares of Common Stock, \$0.01 par value per share. Each share of Common

H 0 9 0 0 0 1 3 0 7 0 5

Stock shall be entitled to one vote.

#### ARTICLE VI

##### Change in Number of Shares Authorized

Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote.

#### ARTICLE VII

##### Directors

(A) Election of Directors: The election of directors need not be by written ballot unless the by-laws shall so require.

(B) Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

(C) Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the FBCA as in effect at the time such liability is determined. No amendment or repeal of this paragraph (C) shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE VIII

##### Indemnification

This corporation shall, to the maximum extent permitted from time to time under the law of the State of Florida, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim

H 0 9 0 0 0 1 3 0 7 0 5

initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article VIII shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

#### ARTICLE IX

##### Records

The books of this corporation may (subject to any statutory requirements) be kept outside the State of Florida as may be designated by the board of directors or in the by-laws of this corporation.

#### ARTICLE X

##### Renunciation of Business Opportunities Doctrine

To the maximum extent permitted from time to time under the law of the State of Florida, this corporation renounces any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of this corporation. No amendment or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

THIRD: The foregoing amendment and restatement of this corporation's Articles of Incorporation was adopted and approved by the directors of this corporation on May 28, 2009, and by the shareholders of the Corporation on May 28, 2009. The number of votes cast by the shareholders was sufficient for approval.

H 0 9 0 0 0 1 3 0 7 0 5

FROM :FLORIDA FILING

FAX NO. :8502160460

Apr. 30 2009 10:41AM P12/12

H 0 9 0 0 0 1 3 0 7 0 5

IN WITNESS WHEREOF, these Fourth Amended and Restated Articles of Incorporation  
have been signed on behalf of the corporation this 28<sup>th</sup> day of May, 2009.

  
Name: Rishabh Mehrotra  
Title: President

SHPS Forth Amended & Restated Charter

H 0 9 0 0 0 1 3 0 7 0 5