

P97000107149

**Florida Department of State
Division of Corporations
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RE-SUBMIT

date of submission 6/29

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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MERGER OR SHARE EXCHANGE

Carewise Health Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08/9
Estimated Charge	\$78.75

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C LEWIS

6/30/2015 4:17:34 PM From: To: 8506176380(2/9)



June 30, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHPS, INC.
9200 SHELBYVILLE ROAD
SUITE 700
LOUISVILLE, KY 40299

SUBJECT: SHPS, INC.
REF: P97000107149

RE-SUBMIT

Please reattach original filing
date of submission 6/29

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger is missing from your document.

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

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H15000159940
Letter Number: 115A00013674

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Carewise Health Holdings, 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:

Marian T. Ryan

Contact Person

Dechert LLP

Firm/Company

Cira Centre, 2929 Arch Street

Address

Philadelphia, PA 19104

City/State and Zip Code

marian.ryan@dechert.com

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

For further information concerning this matter, please call:

Marian T. Ryan

Name of Contact Person

At (215)

994.2910

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

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ARTICLES OF MERGER **(Profit Corporations)**

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)
Carewise Health Holdings, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SHPS, Inc.	Florida	P97000107149

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 June 29, 2015.

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 June 29, 2015.

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)

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AGREEMENT AND PLAN OF MERGER
OF
SHPS, INC.,
A FLORIDA CORPORATION,
WITH AND INTO
CAREWISE HEALTH HOLDINGS, INC.,
A DELAWARE CORPORATION

This Agreement and Plan of Merger, dated June 29, 2015, is entered into by and between SHPS, Inc. ("SHPS"), a Florida corporation, and Carewise Health Holdings, Inc., a Delaware corporation ("the Company," and, after the Effective Time, as defined below, the "Surviving Corporation").

1. **Merger of SHPS with and into the Company.** At the Effective Time, SHPS will merge with and into the Company (the "Merger"), and the separate existence of SHPS will cease. The Company will be the surviving corporation.
2. **Board of Directors' Approval of Merger.** The Agreement and Plan of Merger has been authorized and approved by the Board of Directors of SHPS by Unanimous Written Consent thereof, dated as of June 29, 2015, and by the Board of Directors of the Company by Unanimous Written Consent thereof, dated as of June 29, 2015.
3. **Shareholders' Approval of Merger.** The Agreement and Plan of Merger has been authorized and approved by the sole shareholder of SHPS by Written Consent thereof, dated as of June 29, 2015, and by the sole stockholder of the Company by Written Consent thereof, dated as of June 29, 2015.
3. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.
4. **Directors and Officers.** At the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of the Company.
5. **Bylaws.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the Bylaws of the Company, until thereafter amended as provided therein and by law.
6. **Shares.** At the Effective Time, each then issued and outstanding share, and each share held in the treasury, of the capital stock of SHPS shall be cancelled. No shares or other securities or other obligations of the Company or any other corporation shall be issued in consideration for the cancellation of the shares of SHPS.

7. **Filing; Effective Time.** If this Agreement and Plan of Merger has not been terminated pursuant to Section 10 hereof, (i) the appropriate Certificate of Merger shall be filed by the parties hereto under the Delaware General Corporation Law, (ii) the Articles of Merger shall be filed by the parties hereto and this Agreement and Plan of Merger shall be filed for certification by the parties hereto under the Florida Business Corporation Act, and (iii) this Agreement and Plan of Merger shall become effective on June , 2015 (the "Effective Time"). As a result of the Merger, SHPS will be merged with and into the Company, and the Company shall assume all of the liabilities and obligations of SHPS.

8. **Appointment of Agent for Service of Process.** Upon the Effective Time, the Company shall be deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation in connection with the Merger or the rights of any dissenting shareholder of SHPS.

9. **Dissenting Shareholders.** Upon the Effective Time, the Company agrees that it will promptly pay to any dissenting shareholder of SHPS the amount, if any, to which such shareholder is entitled under Section 607.1302 of the Florida Business Corporation Act.

10. **Termination.** This Agreement and Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of the Company or SHPS at any time prior to the Effective Time.

[Signature Page Follows]

6/30/2015 4:17:34 PM From: To: 8506176380(9/9)

IN WITNESS WHEREOF, the undersigned, duly authorized Agent, of said Firm, has hereunto set its hand and seal of office.

CARLISLE REAL ESTATE GROUP, INC.

By 
Merle Ryland
President

WITNESSES:

By 
Merle Ryland
President

Carlsle Real Estate Group, Inc. is a corporation organized under the laws of the State of New York.