

Via 41

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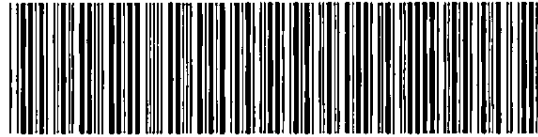
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FILED

ARTICLES OF MERGER

OF
PHP HOLDINGS, INC.,
a Florida corporation

WITH AND INTO

AMERIGROUP FLORIDA, INC.,
a Florida corporation

October 26, 2017

The following articles of merger (the "**Articles of Merger**") of PHP Holdings, Inc., a Florida corporation (the "**Merging Corporation**"), and AMERIGROUP Florida, Inc., a Florida corporation (the "**Surviving Corporation**"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "**FBCA**"), pursuant to Section 607.1105 of the FBCA.

FIRST: THE SURVIVING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Surviving Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AMERIGROUP Florida, Inc. 4200 W. Cypress Street, Suite 900 Tampa, FL 33607	Florida	Corporation

SECOND: THE MERGING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Merging Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PHP Holdings, Inc. 4200 W. Cypress Street, Suite 900 Tampa, FL 33607	Florida	Corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by each Florida corporation that is a party to the merger in accordance with the applicable provisions of the FBCA.

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FIFTH: The merger is to become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

SIXTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Surviving Corporation on July 28, 2017.

SEVENTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Merging Corporation on July 28, 2017.

[Signature page follows]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of date first written above.

SURVIVING CORPORATION:

**AMERIGROUP Florida, Inc.,
a Florida corporation**

By: 

Name: Lourdes Rivas

Title: CEO/President

MERGING CORPORATION:

**PHP Holdings, Inc.,
a Florida corporation**

By: 

Name: Kathleen S. Kidder

Title: Secretary

[Signature Page for PHP Holdings, Inc. Articles of Merger]

Exhibit A

Plan of Merger

PLAN OF MERGER

OF

**PHP HOLDINGS, INC.,
a Florida corporation**

WITH AND INTO

**AMERIGROUP FLORIDA, INC.,
a Florida corporation**

July 28, 2017

The following plan of merger (the "**Plan of Merger**") has been adopted and approved on July 28, 2017 by the parties hereto in compliance with the Florida Business Corporation Act (the "**FBCA**").

FIRST: The exact name and jurisdiction of the surviving corporation (the "**Surviving Corporation**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
AMERIGROUP Florida, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "**Merging Corporation**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PHP Holdings, Inc.	Florida

THIRD: WITNESSETH:

WHEREAS, the Board of Directors of each the Surviving Corporation and Merging Corporation and the Shareholder of each have determined that it is advisable and in the best interests of each that the Merging Corporation be merged with and into its wholly-owned subsidiary, the Surviving Corporation, upon the terms and subject to the conditions herein provided; and

WHEREAS, the Board of Directors of each the Surviving Corporation, the Merging Corporation and the Shareholder of each have, by resolutions duly adopted, approved and adopted this Plan of Merger and directed that it be executed by the undersigned officers;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties agree that the Merging Corporation shall be merged with and

into the Surviving Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Merging Corporation and certain other provisions relating thereto shall be as follows:

FOURTH: THE MERGER

1. Merger. The merger of the Merging Corporation with and into the Surviving Corporation (the "**Merger**") shall become effective at such time as the Articles of Merger are filed with the Department of State of the State of Florida in accordance with Section 607.1105 of the FBCA and the provisions of Section 368 of the Internal Revenue Code (the "**Effective Time**"). At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in Section 607.1106 of the FBCA. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation without reversion or impairment, and the Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Surviving Corporation and the Merging Corporation.

2. Articles of Incorporation. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the articles of incorporation of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

3. By-laws. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the by-laws of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

4. Directors. At the Effective Time, the directors of the Surviving Corporation shall be the directors in effect immediately prior to the Effective Time, and each of such directors shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

5. Officers. At the Effective Time, the officers of the Surviving Corporation shall be the officers in effect immediately prior to the Effective Time, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

6. Manner, Basis and Effect of Converting Shares. At the Effective Time, each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Merger shall be converted into the right to receive one share of common stock of the Surviving Corporation.

All outstanding shares of Surviving Corporation previously held by the Merging Corporation shall be canceled.

FIFTH: MISCELLANEOUS

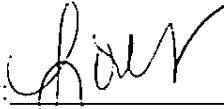
1. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.
2. Governance. This Agreement shall be governed and construed in accordance with the laws of the State of Florida, except as otherwise required.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective duly authorized officers as of the date first above written.

SURVIVING CORPORATION:

**AMERIGROUP Florida, Inc.,
a Florida corporation**

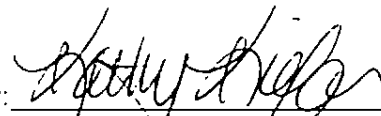
By: 

Name: Lourdes Rivas

Title: CEO/President

MERGING CORPORATION:

**PHP Holdings, Inc.,
a Florida corporation**

By: 

Name: Kathleen S. Kidder

Title: Secretary

[Signature Page for PHP Holdings, Inc. Plan of Merger]