

EXHIBIT 1

ARTICLES OF MERGER

These Articles of Merger are made pursuant to §181.1105 of the Wisconsin Statutes as of [____], 2019, by and between **My Choice Family Care, Inc.** (“**Surviving Corporation**”), a Wisconsin nonstock not-for-profit corporation, and **Care Wisconsin First, Inc.** (“**Merging Corporation**”), a Wisconsin nonstock not-for-profit corporation. Surviving Corporation and Merging Corporation are collectively referred to as the constituent corporations (the “**Constituent Corporations**”). These Articles of Merger are made for the purpose of combining Merging Corporation with and into Surviving Corporation.

ARTICLE I

Merging Corporation is Care Wisconsin First, Inc., a nonstock, not-for-profit corporation organized under the Chapter 181 of the Wisconsin Statutes.

ARTICLE II

Surviving Corporation is My Choice Family Care, Inc., a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes. Surviving Corporation is not an indirect wholly owned subsidiary or parent.

ARTICLE III

The Plan of Merger is attached hereto as **Exhibit A**. The Plan of Merger was approved by both of the Constituent Corporations in accordance with §§ 181.1101 and 181.1103 of the Wisconsin Statutes. The Plan of Merger was approved by a sufficient vote of the board of directors of each of the Constituent Corporations. Neither Merging Corporation nor Surviving Corporation have members, therefore approval of members is not required.

ARTICLE IV

These Articles of Merger, when filed, shall be effective on December 31, 2019 at 11:58 p.m.

ARTICLE V

Executed on the [] day of [____], 2019 by Surviving Corporation on behalf of the Constituent Corporations.

MY CHOICE FAMILY CARE, INC.

By: _____
Maria Ledger, CEO

This document was drafted by and should be returned to:

Lisa M. Gingerich, Esq.
Michael Best & Friedrich LLP
100 East Wisconsin Avenue, Suite 3300
Milwaukee, WI 53202
(414) 270-2710

EXHIBIT A
PLAN OF MERGER

for

CARE WISCONSIN FIRST, INC.
(a Wisconsin nonstock and not-for-profit corporation)

With and Into

MY CHOICE FAMILY CARE, INC.
(a Wisconsin nonstock and not-for-profit corporation)

This Plan of Merger is dated the [] day of [], 2019, by and between Care Wisconsin First, Inc., a Wisconsin nonstock and not-for-profit corporation (“**Merging Corporation**”), and My Choice Family Care, Inc., a Wisconsin nonstock and not-for-profit corporation (“**Surviving Corporation**”). Surviving Corporation and Merging Corporation are collectively referred to as the constituent corporations (the “**Constituent Corporations**”). The Constituent Corporations intend this Agreement to constitute a plan of merger as set forth in § 181.1101 of the Wisconsin Statutes.

RECITALS

- A. Merging Corporation is a nonstock, not-for-profit corporation, organized and existing under the laws of the State of Wisconsin. Merging Corporation does not have members and the general management and control of the affairs of Merging Corporation are the responsibility of its board of directors.
- B. Surviving Corporation is a nonstock, not-for-profit corporation organized and existing under the laws of the State of Wisconsin. Surviving Corporation does not have members and the general management and control of the affairs of Surviving Corporation are the responsibility of its board of directors.
- C. This Plan of Merger constitutes a plan of merger as set forth in § 181.1101 of the Wisconsin Statutes, with a delayed effective time of December 31, 2019 at 11:58 p.m.
- D. The boards of directors of Constituent Corporations, each deem it advisable that the Merging Corporation be merged into Surviving Corporation on the terms and conditions hereinafter set forth in this Plan of Merger, and in accordance with the terms and conditions set forth on that certain Merger Agreement dated October [], 2019 by and between the Parties (“**Merger Agreement**”), and in accordance with the applicable provisions of the laws of the State of Wisconsin.

NOW, THEREFORE, in consideration of the terms and mutual agreements set forth in this Plan of Merger, the Parties agree as follows:

1. **Merger; Approval.** This Plan of Merger was approved by the boards of directors of each Constituent Corporation, in accordance with §§ 181.1101 and 181.1103 of the Wisconsin Statutes.
2. **Effects of Merger.** Upon the merger becoming effective:
 - 2.1 Merging Corporation will be merged with and into Surviving Corporation. Surviving Corporation shall be a Wisconsin nonstock, not-for-profit corporation, and the separate existence of Merging Corporation shall cease.
 - 2.2 Surviving Corporation shall thereafter possess all the rights, privileges, immunities of a public as well as a private nature, of each of the Constituent Corporations; and all assets (including but not limited to, all real, personal and mixed property), and all debts due from whatever account, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to, and invested in Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.
 - 2.3 Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations.
3. **Articles of Incorporation and Bylaws.** To be effective one minute after the merger becoming effective:
 - 3.1 The Amended and Restated Articles of Incorporation of Surviving Corporation, as set forth in the Merger Agreement, shall constitute the Articles of Incorporation of Surviving Corporation.
 - 3.2 The Second Amended and Restated Bylaws of Surviving Corporation, as set forth in the Merger Agreement, shall constitute the Bylaws of Surviving Corporation.

Agreed to and accepted this ____ day of [____], 2019.

MY CHOICE FAMILY CARE, INC.

CARE WISCONSIN FIRST, INC.

By: _____
Maria Ledger, CEO

By: _____
Amy Ackermann, Interim CEO