

Florida Department of State

Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2020 APR 21 AM 11:09

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**MERGER OR SHARE EXCHANGE  
CORDIS CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	13
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4-21-2020

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Corporate Filing Menu

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**STATEMENT OF FACT**  
**For**  
**CORDIS CORPORATION**

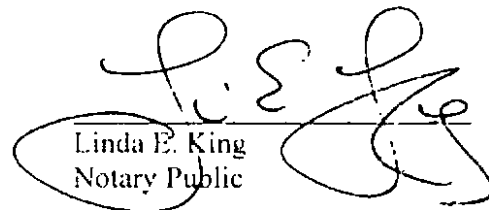
This Statement of Fact is being filed to correct a defect in the corporate records relating to **CORDIS CORPORATION** in the State of Florida and further to accurately memorialize the mergers of the Merging Entities, as set forth below, into **CORDIS CORPORATION**, the Surviving Entity, in the State of Florida.

**CORDIS CORPORATION** was incorporated in the State of Florida on May 7, 1959, under Florida registration number 223417.

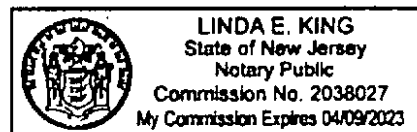
Effective as of December 27, 2013, Ensure Medical, Inc., LuMend, Inc., and TeraMED Corporation (each a Delaware corporation), and Nitinol Development Corporation (a California Corporation) (the Merging Entities), were merged with and into **CORDIS CORPORATION** in their domestic states by way of filing a Certificate of Ownership in Delaware, attached as Exhibit A, and a Certificate of Ownership in California, attached as Exhibit B, each filed December 20, 2013.

The Articles of Merger, attached as Exhibit C, between the Merging Entities and the Surviving Entity, effective on December 27, 2013, erroneously was never filed in the State of Florida.

This Statement of Fact is being filed in order to correct a defect in, and become a part of, the corporate records of **CORDIS CORPORATION** in the State of Florida.

  
Linda E. King  
Notary Public

Dated: April 20, 2020



info only

Exhibit A

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:27 PM 12/20/2013  
FILED 01:00 PM 12/20/2013  
SRV 131458585 - 2648227 FILE

CERTIFICATE OF OWNERSHIP

MERGING

ENSURE MEDICAL, INC., LUMEND, INC., TERAMED CORPORATION and  
NITINOL DEVELOPMENT CORPORATION

INTO

CORDIS CORPORATION

\* \* \* \* \*

Cordis Corporation, a corporation incorporated on the 7th day of May, 1959, pursuant to the provisions of the Business Corporation Act of the State of Florida, the provisions of which permit the merger of a corporation of another state into a corporation organized and existing under the laws of said state.

**DOES HEREBY CERTIFY:**

**FIRST:** The name and state of organization of each of the constituent companies to the merger (the "Targets") are as follows:

<u>Company</u>	<u>Incorporated</u>	<u>Jurisdiction</u>
Ensure Medical, Inc.	January 25, 2002	Delaware
LuMend, Inc.	August 5, 1996	Delaware
TERAMed Corporation	August 2, 1993	Delaware
Nitinol Development Corporation	July 29, 2013	California

**SECOND:** That it owns 100% of the outstanding shares of the capital stock of Cordis Corporation (the "Company" or the "Surviving Company").

**THIRD:** That the Board of Directors of the Company duly adopted, and filed with the minutes of the Board, the following resolutions by unanimous written consent on December 10, 2013):

RESOLVED, that Ensure Medical, Inc., LuMend, Inc., TERAMed corporation and Nitinol Development Corporation (the "Targets") hereby merge into Cordis Corporation, which corporation assumes all of the obligations of the Targets; and

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

(a) At the Effective Time, all the property, rights, privileges, powers, and franchises of the Company and the Targets shall vest in the Surviving Company,

and all debts, liabilities, and duties of the Company and the Targets shall become the debts, liabilities, and duties of the Surviving Company.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the Company or the Targets, the capital stock of the Targets issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefore.

(c) At the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company until thereafter amended as provided by law and such Certificate of Incorporation of the Surviving Company.

(e) At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the ByLaws Certificate of Incorporation of the Surviving Company until thereafter amended.

(f) At the Effective Time, the directors and officers of the Company shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(g) The effective date of this merger shall be December 27, 2013.

; and

FURTHER RESOLVED, that the proper officers of Cordis Corporation be and they hereby are directed to make and execute this Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Targets and assume their liabilities and obligations, and the date of adoption thereto, and to cause the same to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any wise necessary or proper to effect said merger.

**THIRD:** That an Agreement and Plan of Merger, dated as of the date hereof, effective as of the Effective Time, (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Targets, by unanimous written consent in lieu of a meeting.

**FOURTH:** The Articles of Incorporation of the Company shall be the Articles of Incorporation of the Surviving Company.

**FIFTH:** The executed Merger Agreement is on file at the office of the Surviving Company, located at 6500 Paseo Padre Parkway, Fremont, CA 94555.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of either Constituent Company.

**SEVENTH:** The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Ensure Medical, Inc., LuMend, Inc. and TERAMed Corporation, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Attn: Litigation Group, Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933.

**EIGHTH:** This Certificate of Merger, and the merger provided for herein, shall become effective on **December 27, 2013** (the "Effective Time").

**NINTH:** That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company or the Targets at any time prior to the time that this merger filed with the Secretary of State becomes effective.

*(signature page follows)*

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 10th day of December, 2013.

By:   
Matthew Orlando, Secretary

*noted*

D1215778

Exhibit B

1693003 out

Certificate of Ownership  
Merging  
NITINOL DEVELOPMENT CORPORATION  
Into  
CORDIS CORPORATION

**FILED** *Eugene*  
Secretary of State *APR*  
State of California

DEC 20 2013  
ICC

EFFECTIVE  
DATE  
DEC 27 2013

We, Celine C. Martin and Matthew Orlando, certify that:

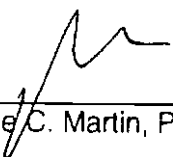
1. We are the **President** and the **Secretary**, respectively, of **Cordis Corporation**, a Florida corporation (the "Corporation").
2. This corporation owns 100% of the outstanding shares of **Nitinol Development Corporation**, a California corporation.
3. The board of directors of this corporation duly adopted the following resolutions:  
  
RESOLVED, that this corporation merge **Nitinol Development Corporation**, its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to California Corporations Code section 1110.
4. The effective date of this merger shall be December 27, 2013.


(signature page follows)

D1215778

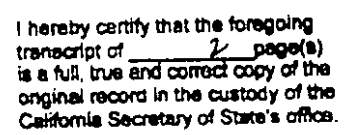
We further declare under penalty of perjury under the laws of the State of California under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 19, 2013

  
\_\_\_\_\_  
Celine C. Martin, President

  
\_\_\_\_\_  
Matthew Orlando, Secretary





DEC 24 2013

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

FILED

Exhibit C

ARTICLES OF MERGER 2020 APR 21 AM 11:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER, are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105.

FIRST: Cordis Corporation, a Florida corporation, is the surviving corporation.

SECOND: Ensure Medical, Inc., LuMend, Inc., and TERAMed Corporation, each Delaware corporations, and Nitinol Development Corporation, a California corporation, are the merging corporations.

THIRD: The Agreement and Plan of Merger is attached.

FOURTH: The merger shall become effective on **December 27, 2013**.


FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of Cordis Corporation on December 10, 2013 and by the sole shareholder of Cordis Corporation, Ethicon, Inc., on December 27, 2013.

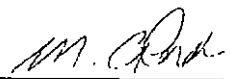
SIXTH: The Agreement and Plan of Merger was adopted by the board of directors of Ensure Medical, Inc., LuMend, Inc., TERAMed Corporation, and Nitinol Development Corporation, on December 10, 2013. Cordis Corporation, the parent and sole shareholder of Ensure Medical, Inc., LuMend, Inc., TERAMed Corporation, and Nitinol Development Corporation, adopted the Plan and Agreement of Merger on December 10, 2013.

*(signature page follows)*


SEVENTH: Signatures for each corporation

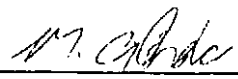
**CORDIS CORPORATION**

By:   
Name: Celine C. Martin  
Title: President

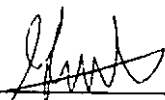
By:   
Name: Matthew Orlando  
Title: Secretary


**ENSURE MEDICAL, INC.**

By:   
Name: Matthew Orlando  
Title: President

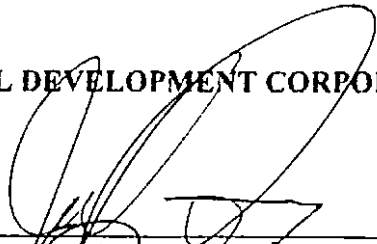
By:   
Name: Matthew Orlando  
Title: Secretary

**LUMEND, INC.**

By:   
Name: Gustavo Gala  
Title: Vice President

By:   
Name: Matthew Orlando  
Title: Secretary

**NITINOL DEVELOPMENT CORPORATION**

By: 

Name: Jose A. Gonzalez

Title: President

By: 

Name: Paul A. Coletti

Title: Secretary

**TERAMED CORPORATION**

By: \_\_\_\_\_

Name: Matthew Orlando

Title: Vice President

By: \_\_\_\_\_

Name: Matthew Orlando

Title: Secretary

**NITINOL DEVELOPMENT CORPORATION**

By: \_\_\_\_\_

Name: Jose A. Gonzalez

Title: President

By: \_\_\_\_\_

Name: Paul A. Coletti

Title: Secretary

**TERAMED CORPORATION**

By: M. Orlando

Name: Matthew Orlando

Title: Vice President

By: M. Orlando

Name: Matthew Orlando

Title: Secretary