

Division of Corporations

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256675

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****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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14 SEP 18 AM 10:03
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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14 SEP 18 PM 2:18
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
JOHNSON & JOHNSON VISION CARE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help

C. Lewis
9-19-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Johnson & Johnson Vision Care, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Linda King

Contact Person

Johnson & Johnson

Firm/Company

One Johnson & Johnson Plaza, WH-3163

Address

New Brunswick, New Jersey 08933

City, State and Zip Code

lking@its.jnj.com

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

For further information concerning this matter, please call:

Linda E. King

at (732) 524-2018

Name of Contact Person

Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/14)

(3/6)
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 SEP 18 AM 10:03

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L10000033408 Vistakon Lens Care, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
256675 Johnson & Johnson Vision Care, Inc.	Florida	Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

(4/6)
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 14 SEP 18 AM 10:03

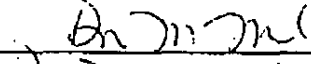

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Vistakon Lens Care, LLC		Donna Malin, Secretary
Johnson & Johnson Vision Care, Inc.		Donna Malin, Secretary

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

The following plan of merger is submitted in compliance with sections 607 and 608, Florida Statutes.

FIRST: Vistakon Lens Care, LLC, a Florida limited liability company (the "Target"), shall merge with and into Johnson & Johnson Vision Care, Inc., a Florida corporation (the "Surviving Corporation"), and the existence of the Target shall cease.

SECOND: The Articles of Incorporation and the By-laws of the Surviving Corporation in effect at the effective time of the merger, shall continue to be and remain the Articles of Incorporation and the By-laws of the Surviving Corporation.

THIRD: The directors and officers of the Surviving Corporation in office on the effective date of the merger shall be and remain the directors and officers of the Surviving Corporation until their successors are duly elected and appointed, all in accordance with law.

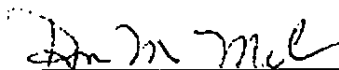
FOURTH: At the effective time of the merger, Johnson & Johnson, a New Jersey corporation, is the sole member of the Target, and all of Johnson & Johnson's interests in the Target shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefore.

FIFTH: This merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, each party to this Plan, pursuant to the approval and authority given by resolution adopted by their respective Board of Directors or Sole Member, has caused this Agreement to be executed by its proper officers as the respective act, deed and agreement of such party on this 29th day of August 2014.

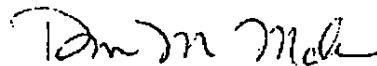
(signature page follows)

VISTAKON LENS CARE, LLC

A handwritten signature in cursive script, appearing to read "Donna Malin", written over a horizontal line.

Name: Donna Malin
Title: Secretary

JOHNSON & JOHNSON VISION CARE, INC.

A handwritten signature in cursive script, appearing to read "Donna Malin", written over a horizontal line.

Name: Donna Malin
Title: Secretary