

490095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

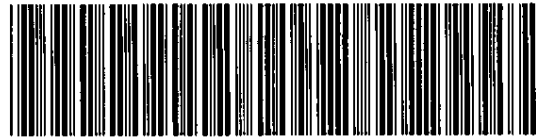
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700255302737

Effective: 1-24-14

RECEIVED
FEBRUARY 11 2014
2014 JAN -9 PM 1:53
TO AGENCY OF
SECRETARY OF FILING

FILED
14 JAN -9 PM 4:58
CLERK OF STATE
1-10-14
Meyer
de



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 952733 4321551

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 7, 2014

ORDER TIME : 9:34 AM

ORDER NO. : 952733-010

CUSTOMER NO: 4321551

Please file 2nd

ARTICLES OF MERGER

FLA. ORTHOPEDICS, INC.

INTO

ORTHOPEDIC HOLDING COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Orthopedic Holding Company
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tammy Byars
Contact Person

BSN Medical, Inc.
Firm/Company

5825 Carnegie Boulevard
Address

Charlotte, NC 28209
City/State and Zip Code

tammy.byars@bsnmedical.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rick Hazlett
Name of Contact Person

At (704) 331-1100
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

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.

effective: 1-24-14

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
-------------	---------------------	--

Orthopedic Holding Company

Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
-------------	---------------------	--

FLA. Orthopedics, Inc.

Florida

FILED
14 JAN -9 PM 14 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 01 / 24 / 14 (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 09/01/13.

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 09/01/13.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Orthopedic Holding Company

Y.S.C. Boor AFSimc

Alex J. Siule - VP Finance
Steve C. Brown - Chief Financial Officer

FLA. Orthopedics, Inc.

S.C. Bro A. J. Singh

Alex J. Siule - VP Finance
Steve C. Brown - Chief Financial Officer

PLAN OF MERGER

[see attached]

PLAN OF MERGER
OF
FLA. ORTHOPEDICS, INC.
INTO
ORTHOPEDIC HOLDING COMPANY, INC.

Pursuant to Section 607.1107 of the Florida Statutes and other applicable law, FLA. Orthopedics, Inc. and Orthopedic Holding Company, Inc. hereby adopt this Plan of Merger:

1. The name of the corporation proposing to merge is FLA. Orthopedics, Inc., a Florida corporation (hereinafter called the "Merging Company"), and the name of the corporation into which the Merging Company proposes to merge is Orthopedic Holding Company, Inc., a Delaware corporation (hereinafter called the "Surviving Company"). The Merging Company and Surviving Company are hereinafter referred to collectively as the "Constituent Companies."

2. The name of the surviving company shall be Orthopedic Holding Company, Inc.

3. As of the Effective Time (as defined below), the Merging Company's liabilities and assets of every nature shall become those of the Surviving Company by operation of law.

4. At the Effective Time, the outstanding shares of the Constituent Companies will be converted and exchanged as follows:

(a) Surviving Company. The outstanding shares of the Surviving Company will not be converted or altered in any manner and will remain outstanding as shares of the Surviving Company.

(b) Merging Company. All of the issued and outstanding shares of the Merging Company shall be canceled, and no consideration shall be paid therefor.

5. The Articles of Incorporation of the Surviving Company shall not be amended as a result of the merger. The Articles of Incorporation and Bylaws of the Surviving Company, as constituted immediately prior to the Effective Time, shall continue as the Articles of Incorporation and Bylaws, respectively, of the Surviving Company after the Effective Time until amended pursuant to their terms and applicable law.

6. The Surviving Company shall comply with Section 607.1105 of the Florida Statutes as a foreign corporation surviving a merger with a Florida corporation. 24th day of January, 2014

7. The merger shall become effective on the ~~xxxxxx November~~ / ~~xxxxxx 2013~~ (the "Effective Time").

8. The merger may be terminated at any time prior to the Effective Time by the Merging Company or the Surviving Company.

MERGING COMPANY:

FLA. ORTHOPEDICS, INC.

By: S.C. Brown AJSiulc
Name: Steve C. Brown / Alex J. Siulc
Title: Chief Financial Officer / VP Finance

SURVIVING COMPANY:

ORTHOPEDIC HOLDING COMPANY, INC.

By: S.C. Brown AJSiulc
Name: Steve C. Brown / Alex J. Siulc
Title: Chief Financial Officer / VP Finance

Shareholders of the Merging Company who, except for the applicability of Section 607.1104 of the Florida General Corporation Law, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of Chapter 607 of the Florida General Corporation Law regarding appraisal rights, to be paid the fair value of their assets.