

847036

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

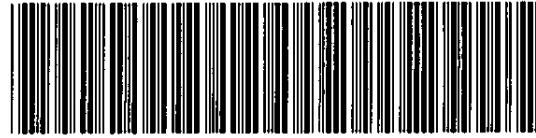
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
16 DEC 29 AM 11:01

2016 DEC 29 A 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

DEC 30 2016

11:52 AM

*Murfer*



CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 441407 5166594

AUTHORIZATION:

COST LIMIT : \$70.00

ORDER DATE : December 29, 2016

ORDER TIME : 8:27 AM

ORDER NO. : 441407-005

CUSTOMER NO: 5166594

ARTICLES OF MERGER

AMERIPATH MARKETING USA, INC.

INTO

QUEST DIAGNOSTICS CLINICAL  
LABORATORIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Quest Diagnostics Clinical Laboratories, Inc.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
(Contact Person)

Corporation Service Company  
(Firm/Company)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Patty Nichols At  
(Name of Contact Person)

( 973 ) 520-2790  
(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.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quest Diagnostics Clinical Laboratories, Inc.	Delaware	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AmeriPath Marketing USA, Inc.	Florida	P00000114233
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**FILED**  
2016 DEC 29 A.M. 52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached as Exhibit A.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 1/1/2017 (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 12/29/2016.

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 12/29/2016.

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)*



**PLAN OF MERGER  
OF  
AMERIPATH MARKETING USA, INC.  
INTO  
QUEST DIAGNOSTICS CLINICAL LABORATORIES, INC.**

This Plan of Merger, adopted by AmeriPath Marketing USA, Inc. ("APM USA"), a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors, and adopted by Quest Diagnostics Clinical Laboratories, Inc. ("QDCL"), a corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors, sets forth the terms under which APM USA will merge (the "Merger") with and into QDCL, pursuant to the provisions of the Florida Business Corporation Act ("FBCA") and the provisions of the General Corporation Law of the State of Delaware ("DGCL").

1. Effective Time. The Merger shall become effective (the "Effective Time") at 11:59 p.m. on January 1, 2017.
2. Surviving Corporation. QDCL shall be the Surviving Corporation in the Merger and at the Effective Time the separate existence of APM USA shall cease.
3. Certificate of Incorporation of the Surviving Corporation. The Certificate of Incorporation of QDCL as in effect immediately prior to the Effective Time shall, until thereafter amended, be the Certificate of Incorporation of the Surviving Corporation.
4. By-Laws of the Surviving Corporation. The By-Laws of QDCL as in effect immediately prior to the Effective Time, shall, until thereafter amended, be the By-Laws of the Surviving Corporation.
5. Directors of the Surviving Corporation. The Directors of the Surviving Corporation shall be the Directors of QDCL immediately prior to the Effective Time, until their respective successors are duly elected and qualified.
6. Officers of the Surviving Corporation. The Officers of the Surviving Corporation shall be the Officers of QDCL immediately prior to the Effective Time, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.
7. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action the part of the holders thereof:
  - (i) Each share of capital stock of APM USA issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

- (ii) Each outstanding share of common stock of QDCL issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time and are not affected by the Merger.

8. Rights and Liabilities of the Surviving Corporation. At and after the Effective Time, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of APM USA and QDCL; all debts due to APM USA shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of APM USA and QDCL shall be effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in APM USA shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of APM USA shall be preserved unimpaired, limited to the property affected by such lien at the Effective Time of the Merger; and all debts, liabilities, and duties of APM USA shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

9. Further Actions. The proper officers of QDCL and APM USA are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

10. Plan of Merger. This Plan of Merger shall constitute a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated thereunder.

11. Effect of Merger. The effect of the Merger and the effective date of the Merger are as prescribed by law.

12. Address of Surviving Entity. The street address of the Surviving Corporation, until thereafter changed, is 3 Giralda Farms, Madison, NJ 07940.