

F01000001733

(Requestor's Name)

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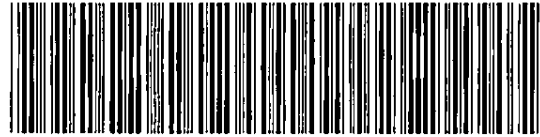
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

^{sergio}
CT called, they are sending
revised Merger Information for
these corporations on 10/16/17 to be
filed instead of this document. (10/16)

Walk In \$70.00 sr

Office Use Only



700304355917

Effective date 10/31/17

17 OCT 13 PM 2:34

17 OCT 17 PM 1:01

FILED
OFFICE OF STATE
CORPORATIONS

OCT 17 2017

D CUSHING

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 10/13/17

ACCT. I20160000072

en: c SW

Name:	Synergy Health North America, Inc.
Document #:	
Order #:	10674745

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing:	Certified:
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Document _____
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Updater _____
Verifier _____
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Ref# _____

Amount: \$ 70



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 OCT 17 PM 1:01



Tina Goff <sunshinecorporate2014@gmail.com>

INTEGRATED MEDICAL SYSTEMS MERGING SYNERGY HEALTH NORTH AMERICA

Cushing, Diane <Diane.Cushing@dos.myflorida.com>
To: Tina Goff <sunshinecorporate2014@gmail.com>

Mon, Oct 16, 2017 at 3:23 PM

Tina

I have the merger. There is a note on it stating they are going to send revised documents. If that is the case please put it to my attention. I will just hold these documents on my desk until I am told something different.

Diane C. Cushing
Senior Section Administrator
Amendment Section
Division of Corporations
(850) 245-6913
(850) 245-6897 (Fax)

Hi Diane,
Attached are the revised
documents for this filing!
Thank you so much for all
you do!

From: Tina Goff [mailto:sunshinecorporate2014@gmail.com]
Sent: Monday, October 16, 2017 10:13 AM

[Quoted text hidden]

[Quoted text hidden]

Eric

17 OCT 17 AM 11:07

RECEIVED
17 OCT 17 PM 1:01
CLERK OF SUPERIOR COURT
STATE OF FLORIDA

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 (prior to giving effect to the name change described in the attached Plan and Agreement of Merger) and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Integrated Medical Systems International, Inc.	Delaware	FO1000001733

Second: The name and jurisdiction of the sole merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Synergy Health North America, Inc.	Florida	PA4000044996

Third: The Plan and Agreement of Merger is attached.

Fourth: The merger shall become effective on October 31, 2017.

Fifth: The Plan and Agreement of Merger was adopted by the shareholders of the surviving corporation on October 12, 2017.

Sixth: The Plan and Agreement of Merger was adopted by the shareholders of the merging corporation on October 12, 2017.

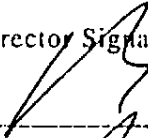
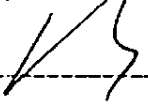
Seventh: The Plan and Agreement of Merger was approved by the merging corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes and approved by the surviving corporation in accordance with the applicable laws of the State of Delaware.

Eighth: The address of the principal office of the surviving corporation is as follows: 3316 2nd Avenue North, Birmingham, Alabama 35222.

Ninth: The surviving corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Synergy Health North America, Inc.

Tenth: The surviving corporation has agreed to promptly pay to the dissenting shareholders of Synergy Health North America, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

Eleventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Officer or Director Signature	Printed Name & Title
Integrated Medical Systems International, Inc.	By: _____ 	Michael J. Tokich, President
Synergy Health North America, Inc.	By: _____ 	Michael J. Tokich, President

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is entered into by and between Synergy Health North America, Inc., a Delaware corporation ("Synergy"), and Integrated Medical Systems International, Inc., a Delaware Corporation ("IMS").

WHEREAS, the authorized capital stock of Synergy consists of 1,000 (1,000) shares of Common Stock, par value \$.001 per share, of which all shares are issued and outstanding, and all of which are owned by Synergy Health US Holdings, Inc., a Delaware Corporation ("Parent"), an indirect subsidiary of STERIS Corporation, an Ohio corporation ("STERIS").

WHEREAS, the authorized capital stock of IMS consists of 15,000 shares of Common Stock, \$1.00 par value each, of which 10,459.886 shares are issued and outstanding, and all of which are owned by STERIS.

WHEREAS, the Board of Directors of each of Synergy and IMS has approved the Merger (as defined below) in accordance with the provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, each of Synergy and IMS hereby agree as follows:

TERMS AND CONDITIONS

ARTICLE 1 THE MERGER

1.1. Merger. As of the Effective Time (as hereinafter defined) and in accordance with the terms and conditions of this Agreement and the provisions of the FBCA and DGCL, Synergy will be merged with and into IMS (the "Merger"), with IMS surviving such Merger. At the Effective Time, the separate corporate existence of Synergy will cease and IMS will continue its existence as the surviving corporation (IMS, after the Merger, being hereinafter referred to as the "Surviving Corporation") under the laws of the State of Delaware.

1.2. Certificate of Merger. IMS will file with the Secretary of State of Delaware a Certificate of Merger complying with the requirements of the DGCL and IMS and Synergy will file with the Secretary of State of the State of Florida Articles of Merger and a copy of this Agreement complying with the requirements of the FBCA.

1.3. Effective Time. The Merger will become effective October 31, 2017 (the "Effective Time").

ARTICLE 2 THE SURVIVING CORPORATION

2.1. Certificate of Incorporation. The Certificate of Incorporation, as amended, of IMS, as in effect immediately prior to the Effective Time, will be the Certificate of Incorporation of the Surviving Corporation, except that such Certificate of Incorporation, as amended, shall be further amended to provide as follows: "The name of the Corporation is STERIS Instrument Management Services, Inc."

2.2. Bylaws. The Bylaws of IMS, as in effect immediately prior to the Effective Time, will be the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and the DGCL.

2.3. Directors and Officers. The directors and officers of IMS in office immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time until their respective successors are duly elected and qualified, subject to their earlier death, resignation or removal.

2.4. Statutory Agent. The designated statutory agent for service of process for IMS at the Effective Time will be the statutory agent for service of process for the Surviving Corporation.

ARTICLE 3 EFFECTS OF THE MERGER

3.1. Effects of the Merger. At the Effective Time, the effect of the Merger will be as provided by this Agreement and by the applicable provisions of the DGCL and FBCA.

3.2. Further Action by Merging Entities. If after the Effective Time the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Company the title to any property, rights, interest, privileges, powers or franchises of Synergy or otherwise to carry out the provisions of this Agreement, the officers of Synergy last in office will execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and will do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of Synergy last in office are not able or available to execute such documentation or perform such acts, the directors and officers of the Surviving Corporation will be authorized to act on behalf of Synergy.

3.3. IMS Stock. STERIS owns 10,459.886 shares of Common Stock of IMS, \$1.00 par value each, which consist of all of the issued and outstanding shares of IMS (the "IMS Stock"). At the Effective Time, and without any further action on the part of STERIS, IMS or the Surviving Corporation, each then issued an outstanding share of IMS Stock will be cancelled and cease to exist, and STERIS will be issued 9,129 shares of Common Stock, \$1.00 par value, of the Surviving Corporation, and no other payment will be made with respect thereto and no other consideration will be given therefor.

3.4. **Synergy Stock.** Parent owns 1,000 shares of Synergy, which constitute all of the issued and outstanding shares of Synergy (the "Synergy Stock"). At the Effective Time, and without any further action on the part of STERIS, Synergy, Parent or the Surviving Corporation, each then issued and outstanding share of Synergy stock will be cancelled and extinguished and Parent will be issued 1,331 shares of Common Stock, \$1.00 par value, of the Surviving Corporation, and no other payment will be made with respect thereto and no other consideration will be given therefor.

ARTICLE 4 MISCELLANEOUS

4.1. **Termination or Amendment.** This Agreement may be terminated or amended at any time prior to the earlier of the filing of Certificate of Merger with the Secretary of State of Delaware or Articles of Merger with the Department of State of Florida, by action of the Board of Directors of Synergy or the Board of Directors of IMS.

4.2. **Headings.** The headings contained in this Agreement are included for purposes of convenience only. The headings contained in this Agreement do not form a part of this Agreement and will not affect the meaning or interpretation of this Agreement.

4.3. **Counterparts.** This Agreement may be executed in multiple counterparts (including electronically-transmitted counterparts), each of which will be deemed an original but all of which taken together will constitute one and the same instrument.

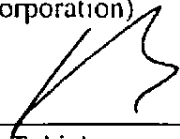
4.4. **Complete Agreement.** This Agreement contains the complete agreement among the parties with respect to the Merger and supersedes all prior agreements and understanding with respect to the Merger.

4.5. **Governing Law.** This Agreement will be governed by, and construed and interpreted in accordance with, the laws of the State of Delaware without regard to its principles of conflicts of law.

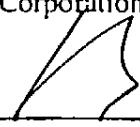
[Signatures on the Following Page]

IN WITNESS WHEREOF, Synergy and IMS, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed, and in the case of IMS acknowledged, by an authorized officer of each party thereto as of October 12, 2017.

Integrated Medical Systems International, Inc.
(A Delaware Corporation)

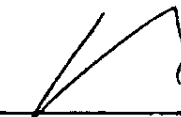
By: 
Michael J. Tokich
President

Synergy Health North America, Inc.
(A Florida Corporation)

By: 
Michael J. Tokich
President

I, Michael J. Tokich, President of Integrated Medical Systems International, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such President of the said Corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been duly approved and recommended to the shareholders by the Directors of the said Corporation, and duly signed on behalf of said Corporation by an authorized officer thereof, was duly submitted to the sole shareholder of said Corporation, and said sole shareholder in a written consent to action without a meeting executed pursuant to Section 228 of the DGCL, waived notice of a meeting of the shareholder to consider and consented to and adopted the Agreement of Merger as the act of the shareholders of said Integrated Medical Systems International, Inc., and the duly adopted agreement of Integrated Medical Systems International, Inc.


WITNESS my hand on behalf of said Integrated Medical Systems International, Inc. on this 12th day of October, 2017.



Michael J. Tokich
President

I, Michael J. Tokich, President of Synergy Health North America, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such President of the said Corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been duly approved and recommended to the shareholders by the Directors of the said Corporation, and duly signed on behalf of said Corporation by an authorized officer thereof, was duly submitted to the sole shareholder of said Corporation and said sole shareholder in a written consent to action without a meeting executed pursuant to Section 607.0704 of the FBCA, waived notice of a meeting of the shareholder to consider and consented to and adopted the Agreement of Merger as the act of the shareholders of said Synergy Health North America, Inc., and the duly adopted agreement of Synergy Health North America, Inc.

WITNESS my hand on behalf of said Synergy Health North America, Inc. on this 12th day of October, 2017.



Michael J. Tokich
President