

# FD1000001733

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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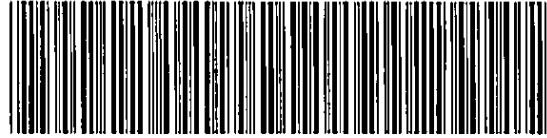
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2019 MAR 27 AM 11:14

STATE  
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C. GOLDEN

MAR 28 2019

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 3/27/2019

Acc#120160000072

*Eric Dill*

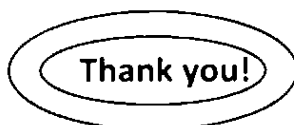
Name:	SYNERGY HEALTH OUTSOURCING SOLUTIONS, INC
Document #:	
Order #:	11567832

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

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$	70.00
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**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

2019 MAR 27 AM 11:14  
TALLAHASSEE, FL  
STATE

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
STERIS Instrument Management Services, Inc.	Delaware	F01000001733

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Synergy Health Outsourcing Solutions, Inc.	Florida	P14000046428

**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** 03 / 30 / 2019 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 27, 2019.

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 March 27, 2019.

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)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director                     

Typed or Printed Name of Individual  
& Title

**Synergy Health Outsourcing Solutions, Inc.**

**Michael J. Tokich (President)**

**STERIS Instrument Management Services, Inc.**

**Michael J. Tokich (President)**

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated March 27, 2019 (the "Effective Date"), is between Synergy Health Outsourcing Solutions, Inc., a Florida corporation ("Merged Company"), and STERIS Instrument Management Services, Inc., a Delaware corporation ("Surviving Company" and together with Merged Company, the "Parties").

WHEREAS, Merged Company is a direct and wholly owned subsidiary of Surviving Company; and

WHEREAS, this Agreement and the Merger (as defined below) have been declared advisable, duly authorized, approved and adopted by the board and the sole equityholder of Merged Company and Surviving Company.

NOW, THEREFORE, in consideration of the promises and of the mutual representations, warranties, covenants and agreements contained in this Agreement, and for other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the Parties, intending to be legally bound, hereby agree as follows:

1. Merger. At the Effective Time (as defined below), Merged Company will merge with and into Surviving Company, with Surviving Company as the surviving entity (the "Merger"), whereupon the separate existence of Merged Company will cease and Surviving Company will continue to exist and be governed by the laws of the state of Surviving Company's jurisdiction of organization.

2. Effective Time. The Parties shall cause the Merger to be consummated by filing, pursuant to the laws of the applicable jurisdiction, a certificate of merger (or such other document required by the applicable jurisdiction) with (a) the Secretary of State of the state of Merged Company's jurisdiction of organization and, if different, (b) the Secretary of State of the state of Surviving Company's jurisdiction of organization, in the form (or forms) attached hereto as **Exhibit A** (each, a "Certificate of Merger"). The Merger will be effective at the time set forth in each such Certificate of Merger (such time, the "Effective Time").

3. Effect of the Merger. The Merger shall have the effect as set forth in the laws of the jurisdiction of organization of Merged Company and the laws of jurisdiction of organization of Surviving Company. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, by virtue of the Merger and without any further action on the part of any Party:

a. the organizational documents of the of Surviving Company in effect immediately prior to the Effective Time (including any certificate of incorporation, certificate of formation, bylaws, operating agreement or any comparable organizational document) shall be the organizational documents of the surviving entity following the Merger until amended in accordance with the law of Surviving Company's jurisdiction of organization and the Surviving Company's organizational documents;

b. at the Effective Time, all of the equity interests of Merged Company existing immediately prior to the Effective Time will, without any action on the part of Merged Company or any other person, be canceled, retired and will cease to exist as of the Effective Time and no payment will be made with respect thereto;

c. the Merger will have no effect on the equity interests of Surviving Company; and

d. the name of Surviving Company as of immediately prior to the Effective Time will be the name of Surviving Company, as the surviving entity, following the Merger.

4. Counterparts. This Agreement may be executed in multiple counterparts (including by facsimile or .pdf signature), each of which is an original and which collectively are a single instrument. Once executed, this Agreement is effective as of the Effective Date.

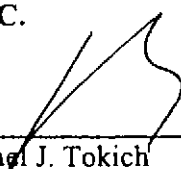
5. Governing Law. This Agreement and all disputes or controversies arising out of or relating to this Agreement or the Merger will be governed by, and construed in accordance with, the internal laws of the State of Delaware, without regard to the laws of any other jurisdiction that might be applied because of the conflicts of laws principles of the State of Delaware.

*/Signature Page Follows/*

IN WITNESS WHEREOF, a duly authorized officer of each of the Parties has executed and delivered this Agreement as of the date first written above.


**MERGED COMPANY:**

**SYNERGY HEALTH OUTSOURCING  
SOLUTIONS, INC.**

By:   
Name: Michael J. Tokich  
Title: President

**SURVIVING COMPANY:**

**STERIS INSTRUMENT MANAGEMENT  
SERVICES, INC.**

By:   
Name: Michael J. Tokich  
Title: President

**Exhibit A**

**Certificate of Merger**

See attached.



# **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)
STERIS Instrument Management Services, Inc.	Delaware	F01000001733
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Synergy Health Outsourcing Solutions, Inc.	Florida	P14000046428
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 03 / 30 / 2019 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 27, 2019.

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 March 27, 2019.

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*(Attach additional sheets if necessary)*

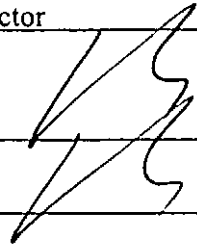
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual  
& Title

Synergy Health Outsourcing Solutions, Inc.



Michael J. Tokich (President)

STERIS Instrument Management Services, Inc.

Michael J. Tokich (President)

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is STERIS Instrument Management Services, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Synergy Health Outsourcing Solutions, Inc., a Florida corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is STERIS Instrument Management Services, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

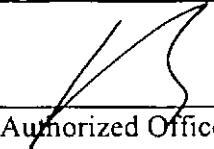
**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock, no par value.

**SIXTH:** The merger is to become effective on March 30, 2019.

**SEVENTH:** The Agreement of Merger is on file at 5960 Heisley Road, Mentor, Ohio 44060, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed  
by an authorized officer, the 27th day of March, A.D.,  
2019.

By:   
Authorized Officer

Name: Michael J. Tokich  
Title: President