

F94000003993

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

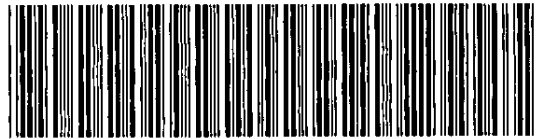
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500280420705

RECEIVED  
DEPARTMENT OF STATE  
REGISTRATION  
15 DEC 28 PM 2:11  
NOT REPLIED  
IS ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
15 DEC 28 PM 2:28

DEC 29 2015  
C McNAIR

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

15 DEC 28 PM 2:28

FILED

ACCOUNT NO. : I20000000195

REFERENCE : 933060 5017647

AUTHORIZATION :

COST LIMIT : \$ 140.00

*[Signature]*

ORDER DATE : December 28, 2015

ORDER TIME : 12:41 PM

ORDER NO. : 933060-080

CUSTOMER NO: 5017647

ARTICLES OF MERGER

PRIORITY HEALTHCARE PHARMACY,  
INC.

INTO

PRIORITY HEALTHCARE  
CORPORATION

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:** Priority Healthcare Corporation

Name of Surviving Corporation

FILED  
15 DEC 28 PM 2:28

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

Please return all correspondence concerning this matter to following:

Taavi Annus

Contact Person

Bryan Cave LLP

Firm/Company

211 N. Broadway, Suite 3600

Address

Saint Louis, MO 63102-2750

City/State and Zip Code

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

For further information concerning this matter, please call:

Taavi Annus

Name of Contact Person

At (314) 259-2037

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)
Priority Healthcare Corporation	Indiana	F94000003993

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Priority Healthcare Pharmacy, Inc.	Florida	S81697
Chesapeake Infusion, Inc.	Florida	P01000101805
Priorityhealthcare.com, Inc.	Florida	P99000040386

**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** 12 31 2015 (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.)  
11:59 P.M. EST

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/28/2015 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 12/28/2015.

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)

FILED  
15 DEC 28 PM 2:28

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Priority Healthcare Corporation**

*Per John*

Joseph Satorius, Assistant Secretary

**Priority Healthcare Pharmacy, Inc.**

John E. Smith

Joseph Satorius, Assistant Secretary

**Chesapeake Infusion, Inc.**

*[Handwritten signature]*

Joseph Satorius, Assistant Secretary

Priorityhealthcare.com, Inc.

*John C. Smith*

**Joseph Satorius, Assistant Secretary**

Downloaded from <http://ajphaphysocpubs.phapublications.org/> on November 10, 2015

1000 2000 3000 4000 5000 6000 7000 8000 9000 10000 11000 12000 13000 14000 15000 16000 17000 18000 19000 20000 21000 22000 23000 24000 25000 26000 27000 28000 29000 30000 31000 32000 33000 34000 35000 36000 37000 38000 39000 40000 41000 42000 43000 44000 45000 46000 47000 48000 49000 50000 51000 52000 53000 54000 55000 56000 57000 58000 59000 60000 61000 62000 63000 64000 65000 66000 67000 68000 69000 70000 71000 72000 73000 74000 75000 76000 77000 78000 79000 80000 81000 82000 83000 84000 85000 86000 87000 88000 89000 90000 91000 92000 93000 94000 95000 96000 97000 98000 99000 100000

\_\_\_\_\_

[illegible]

© 2011 Blackwell Publishing Ltd, *Journal of Internal Medicine* 270: 1–12

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

[illegible]

\_\_\_\_\_

\_\_\_\_\_

---

---

\_\_\_\_\_

**TABLE 1**

\_\_\_\_\_

**Exhibit A**  
**Agreement and Plan of Merger**  
See Attached.

This **AGREEMENT AND PLAN OF MERGER**, dated as of December 28, 2015 (this "Agreement"). is entered into by and between (i) Priority Healthcare Corporation, an Indiana corporation ("Priority Healthcare") and (ii) the wholly-owned subsidiaries of Priority Healthcare, (1) Priority Healthcare Pharmacy, Inc., a Florida corporation ("Priority Pharmacy"), (2) Chesapeake Infusion, Inc., a Florida corporation ("Chesapeake"), and (3) Priorityhealthcare.com, Inc. a Florida corporation ("Priorityhealthcare.com") (collectively, the "Subsidiaries"), in connection with the merger of the Subsidiaries into Priority Healthcare.

### RECITALS

A. The Florida Business Corporation Act ("Florida Act") and the Indiana Business Corporation Law ("IBCL") permit the merger of a Florida corporation with and into an Indiana corporation.

B. The board of directors of Priority Healthcare has approved the merger of each of the Subsidiaries pursuant to this Agreement with and into Priority Healthcare, with Priority Healthcare being the surviving entity in each such merger (the "Merger"). The stockholder and board of directors of each of the Subsidiaries has approved the Merger.

C. The Merger, with respect to the Merger Parties (other than Medco) that are solvent, is intended to qualify as a tax-free liquidation under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code").

**NOW, THEREFORE**, in consideration of the foregoing, Priority Healthcare and the Subsidiaries hereby adopt this Plan as follows:

1. **Merger**. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time as defined below, the Subsidiaries shall be merged with and into Priority Healthcare, and the separate existence of the Subsidiaries shall thereupon cease. From and after the Effective Time, Priority Healthcare shall continue in existence as the surviving entity in the Merger (sometimes referred to herein as the "Surviving Entity") and Priority Healthcare shall succeed to and assume all the rights and obligations of the Subsidiaries in accordance with the Florida Act and IBCL.

2. **Effective Time**. The effective time of this Agreement, and the time at which the Merger shall become effective in the State of Indiana (the "Effective Time"), shall be 11:59 p.m. EST on December 31, 2015.

3. **Surviving Entity**. Priority Healthcare shall survive the Merger and shall continue to be governed by the laws of Indiana, and the separate existence of the Subsidiaries shall cease forthwith at the Effective Time.

4. **Governing Documents**. At the Effective Time, the Certificate of Incorporation and Bylaws of Priority Healthcare in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Entity, unless and until thereafter duly amended as provided therein and in the manner prescribed by applicable law.

5. **Effects of Merger.** The Merger shall have the effects set forth in the Florida Act and IBCL.

6. **Effect of Merger on Capital Stock of Subsidiaries and Priority Healthcare.** The Merger shall have no effect on the outstanding capital stock of Priority Healthcare, which shall remain outstanding following the Merger. At the Effective Time, as a result of the Merger and without any action on the part of Priority Healthcare or any other party, all of the capital stock of the Subsidiaries shall be cancelled.

7. **Effect of Merger on Appraisal Rights.** Shareholders of Priority Healthcare and the Subsidiaries who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and dissent from the Merger pursuant to Section 607.1321 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.

8. **Principal Business Office/Registered Office and Registered Agent.** After the Merger, the location of the principal business office and the registered office of Priority Healthcare shall remain the same as the principal business office and the registered office, respectively, of Priority Healthcare prior to the Merger, and Priority Healthcare's registered agent for service of process shall be that which has been designated by Priority Healthcare prior to the Merger.

9. **Directors and Officers of the Surviving Entity.** The (i) directors of Priority Healthcare immediately prior to the Effective Time shall, from and after the Effective Time, continue to be directors of the Surviving Entity, and (ii) the officers of Priority Healthcare immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the officers of the Surviving Entity, each such director and officer to hold office until such time as his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal.

10. **Further Assurances.** If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts, agreements or things are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Entity its right, title and interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Subsidiaries or otherwise to carry out the purposes of this Agreement, the Surviving Entity and its proper officers or their designees shall be authorized to execute and deliver, in the name and on behalf of the Subsidiaries, all such deeds, bills of sale, assignments and assurances and to do, in the name and on behalf of the Subsidiaries, as appropriate, all such other acts and things as may be necessary, desirable, convenient or proper to establish, perfect or confirm the Surviving Entity's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of such party to the Merger and otherwise to carry out the purposes of this Agreement, including, without limitation, any necessary corporate or tax filings to reflect the actions taken under this Agreement in non-U.S. jurisdictions in which the Subsidiaries or the Surviving Entity has assets, properties or subsidiaries.

11. **Termination.** At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the board of directors of Priority Healthcare.




12. **Counterparts.** This Agreement may be executed in counterparts. The signature pages may be delivered by facsimile transmission or electronic mail ("e-mail") transmission.

13. **Section 332 and 337 Liquidation.** The Merger is intended to qualify as a tax-free liquidation under Sections 332 and 337 of the Code. Priority Healthcare and the Subsidiaries shall take no position inconsistent or contrary to such treatment unless required by applicable law. Each of Priority Healthcare and the Subsidiaries shall timely file any statements required pursuant to the Code or Treasury Regulations thereunder.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed as of the date and year first written above.

PRIORITY HEALTHCARE CORPORATION  
PRIORITY HEALTHCARE PHARMACY, INC.  
CHESAPEAKE INFUSION, INC.  
PRIORITYHEALTHCARE.COM, INC.

  
By: Joseph Satorius  
Title: Assistant Secretary