

F96000002096

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

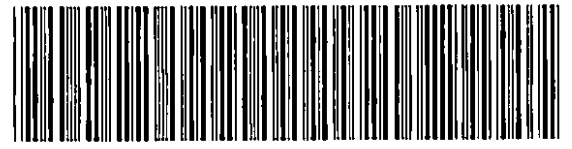
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12/28/18--01014--015 **78.75

S. TALLENT
JAN 07 2019

RECEIVED
18 DEC 28 PM 12:43

Merger

FILED
18 DEC 28 AM 9:50
TALLANT

S

Advanced Incorporating Service

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: orders@aisincfl.com
Website: www.aisincfl.com

NAME OF ENTITY <i>Nealogs Wound Care & Hyperbaric Services, Inc.</i>	FOR OFFICE USE ONLY
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PICK ONE:

☒ CERTIFIED COPY ☐ PHOTOCOPY ☐ C.U.S.

FILING:

☐ CORPORATION ☐ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP
☐ FICTITIOUS NAME ☐ SERVICEMARK/TRADEMARK ☐ AMENDMENT
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN
☒ OTHER *Merger*

RETRIEVAL:

☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY
Of _____

APOSTILLE/CERTIFICATION REQUEST:

Country _____

Amount of Documents _____

DATE *12/28/18* TIME _____

Notes: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
19 JAN -4 PM 12:55

January 3, 2019

ADVANCED INCORPORATING SERVICE
HEALOGICS WOUND CARE & HYPERBARIC
SERVICES, INC.

SUBJECT: HEALOGICS WOUND CARE & HYPERBARIC SERVICES, INC.
Ref. Number: F96000002096

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 519A00000141

*Corrected
please keep
original file date, Thanks*

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)
Healogics Wound Care & Hyperbaric Services, Inc.	Delaware	F96000002096

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NH-DIAB, Inc.	Florida	P97000028989

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 / 2018 (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 12/28/2018.

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 12/28/2018.

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

DEC 28 AM 9:50

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Healogics Wound Care &
Hyperbaric Services, Inc.



David Bassin, President & Chief Executive Officer

NH-DIAB, Inc.



David Bassin, President & Chief Executive Officer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Healogics Wound Care & Hyperbaric Services, Inc.	Delaware
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
NH-DIAB, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

NH-DIAB, Inc., a Florida corporation ("NH-DIAB") shall be merged (the "Merger") with and into Healogics Wound Care & Hyperbaric Services, Inc., a Delaware corporation ("HWC"). Following the effective time of the Merger, the separate corporate existence of NH-DIAB shall cease and HWC shall continue as the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Florida Plan of Merger – Conversion of Shares:

At the effective time of the merger of NH-DIAB, Inc., a Florida corporation (“**NH-DIAB**”), into Healogics Wound Care & Hyperbaric Services, Inc., a Delaware corporation (“**HWC**”):

- (i) each share of common stock of NH-DIAB, without par value (“**NH-DIAB Common Stock**”), issued and outstanding immediately prior to the effective time of the merger shall be converted into the right to receive one validly issued, fully paid and non-assessable share common stock, par value \$0.01 per share, of HWC;
- (ii) each share of NH-DIAB Common Stock that is owned by Healogics, Inc., a Delaware corporation and the sole stockholder of NH-DIAB, or NH-DIAB (as treasury stock or otherwise) will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange therefor; and
- (iii) each share of capital stock of HWC issued and outstanding immediately prior to the effective time of the merger shall remain outstanding following the consummation of the merger.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: