

7976000003471

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

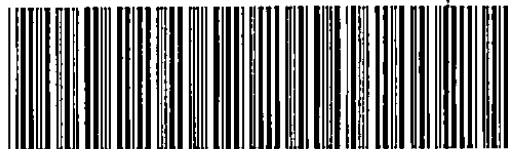
(Business Entity Name)

(Document Number)

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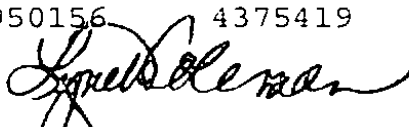


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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 950156 4375419  
AUTHORIZATION :   
COST LIMIT : \$ 70.00

ORDER DATE : October 9, 2019  
ORDER TIME : 9:40 AM  
ORDER NO. : 950156-040  
CUSTOMER NO: 4375419

ARTICLES OF MERGER

ADVANCED PROSTHETICS OF  
AMERICA, INC.

INTO

HANGER PROSTHETICS &  
ORTHOTICS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson EXT# 62968

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

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Hanger Prosthetics & Orthotics, 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:

Jasmine M. Joseph, Esq.

\_\_\_\_\_  
Contact Person

Foley & Lardner LLP

\_\_\_\_\_  
Firm/Company

3000 K Street NW, Suite 600

\_\_\_\_\_  
Address

Washington, DC 20007

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

jmjoseph@foley.com

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

For further information concerning this matter, please call:

Jasmine M. Joseph, Esq.

At ( 202 ) 295-4000

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is required)

**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 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)
Hanger Prosthetics & Orthotics, Inc.	Delaware	F97000003476

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Advanced Prosthetics of America, Inc.	Florida	P98000072179

**Third:** The Plan of Merger is attached.

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

**OR** 12 31 2019 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing 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 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 10/9/2019

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 10/9/2019

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**

HANGER PROSTHETICS & ORTHOTICS, INC.:

By: 

Name: Thomas E. Hartman

Title: Senior Vice President, General Counsel and Secretary

ADVANCED PROSTHETICS OF AMERICA, INC.:

By: 

Name: Thomas E. Hartman

Title: Senior Vice President, General Counsel and Secretary

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**PLAN OF MERGER**  
**MERGING**  
**ADVANCED PROSTHETICS OF AMERICA, INC.**  
**INTO**  
**HANGER PROSTHETICS & ORTHOTICS, INC.**

-----

The following Plan of Merger is entered into pursuant to Section 607.1101(1) of the Florida Business Corporation Act.

**FIRST:** The name of the merging entity is Advanced Prosthetics of America, Inc., a Florida corporation (the "Merging Corporation"), and the name of the surviving entity is Hanger Prosthetics & Orthotics, Inc., a Delaware corporation (the "Surviving Corporation").

**SECOND:** The Surviving Corporation shall be the surviving entity.

**THIRD:** The terms and conditions of the merger are as follows:

The Merging Corporation will be merged with and into the Surviving Corporation upon the effectiveness of the merger, all of the rights, privileges, duties and obligations of the Merging Corporation will become the rights, privileges, duties and obligations of the Surviving Corporation without any further act or action by the parties, and the separate legal existence of the Merging Corporation shall thereafter cease.

**FOURTH:** All shares of stock of the Merging Corporation shall be extinguished upon the effectiveness of the merger, and no shares, interests, obligations, or other securities of the Surviving Corporation, nor money or other property, shall be exchanged in consideration therefor.

**FIFTH:** The Surviving Corporation, being the sole shareholder of the Merging Corporation, has waived all notice and mailing requirements in connection with the merger.

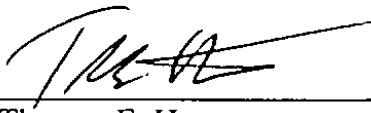
**SIXTH:** The effective date of the Merger shall be December 31, 2019.

[The next page is the signature page.]

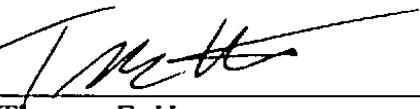
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HANGER PROSTHETICS & ORTHOTICS, INC.  
STATE OF DELAWARE

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation caused this Plan of Merger to be signed by their respective officers thereunto duly authorized of this 9<sup>th</sup> day of October, 2019.

HANGER PROSTHETICS & ORTHOTICS, INC.

By:   
Thomas E. Hartman  
Senior Vice President, General Counsel and Secretary

ADVANCED PROSTHETICS OF AMERICA, INC.

By:   
Thomas E. Hartman  
Senior Vice President, General Counsel and Secretary

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[Plan of Merger – Advanced]