

F97000003476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

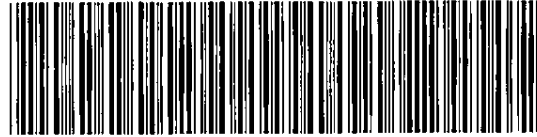
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2024 DEC 20 PM 12:12

STATE
TALLAHASSEE, FLORIDA

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2024 DEC 20 AM 10:55

STATE
TALLAHASSEE, FLORIDA



Filing Cover Sheet

Sunbiz Prepaid Account # I20160000017

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 12/20/2024

Trans#: 1521362

Entity Name: HANGAR PROSTHETICS & ORTHOTICS, INC.

Articles of Organization ()

Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion ()

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger (XXX)

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

Partnership Registration ()

STATE FEES PREPAID WITH SUNBIZ ACCT #I20160000017 in the amount of \$78.75

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing () Certificate of Fact ()

ARTICLES OF MERGER

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Hanger Prosthetics & Orthotics, Inc.	DE	Corporation	F97000003476

SECOND: The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Verhi, Inc.	FL	Corporation	H97402

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☒ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership. its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

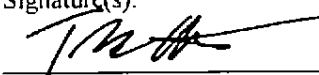
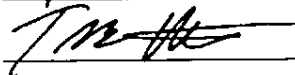
- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2024

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Hanger Prosthetics & Orthotics, Inc.		Thomas E. Hartman
Verhi, Inc.		Thomas E. Hartman

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

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PLAN OF MERGER
MERGING
VERHI, INC.
INTO
HANGER PROSTHETICS & ORTHOTICS, INC.

The following Plan of Merger for the merger of a parent corporation and its subsidiary corporation is entered into pursuant to Section 607.1103 of the Florida Statutes and Section 252 of the Delaware General Corporation Law.

FIRST: The name of the merging subsidiary corporation is Verhi, Inc., a Florida corporation (the "Subsidiary Corporation") and the name of the parent corporation is Hanger Prosthetics & Orthotics, Inc., a Delaware corporation (the "Parent Corporation").

SECOND: The Parent Corporation shall be the surviving entity, with a principal place of business at 10910 Domain Drive, Suite 300, Austin, Texas 78758.

THIRD: The Parent Corporation owns 100% of the shares of the Subsidiary Corporation.

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

The Subsidiary Corporation will be merged with and into the Parent Corporation, and upon the effectiveness of the merger, which shall occur as of 5:00 pm Central Standard Time on December 31, 2024, all of the rights, privileges, duties, and obligations of the Subsidiary Corporation will become rights, privileges, duties and obligations of the Parent Corporation without any further act or action by the parties and the separate legal existence of the Subsidiary Corporation shall thereafter cease.

FIFTH: The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or into cash or other property in whole or part are as follows:

All shares of the Subsidiary Corporation shall be extinguished upon the effectiveness of the merger, and no shares, obligations, or other securities of the Parent Corporation, nor money or other property, shall be exchanged in consideration therefor.

SIXTH: The Certificate of Incorporation of the Parent Corporation existing at the time of the effectiveness of the merger shall continue as such in full force and effect.

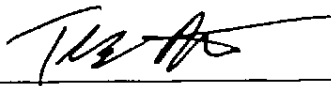
SEVENTH: The Parent Corporation, being the sole shareholder of the Subsidiary Corporation, has waived all notice and mailing requirements in connection with the merger.

[The next page is the signature page.]

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused this Plan of Merger to be signed by an authorized officer this 18th day of December, 2024.

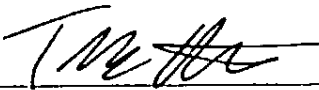
PARENT CORPORATION:

HANGER PROSTHETICS & ORTHOTICS, INC.

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

SUBSIDIARY CORPORATION:

VERHI, INC.

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