

G79500

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

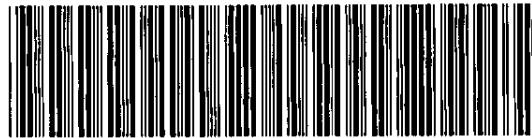
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000265739720

Merged

RECEIVED
12-31-14

RECEIVED
2014 DEC -2 PM 4:37
SECRETARY OF STATE
SUPREMACY OF FILING

FILED
2014 DEC -2 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
12/3/14

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12-02-14

NAME: CRYOLIFE, INC.

TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



EFFECTIVE DATE
12-31-14

ARTICLES OF MERGER
OF
CARDIOGENESIS CORPORATION
WITH AND INTO
CRYOLIFE, INC.

FILED

2014 DEC -2 PM 4:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with Sections 607.1104 and 607.1109 of the Florida Business Corporation Act (the "Act").

ONE

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

Name
CryoLife, Inc.

Jurisdiction
Florida

TWO

The name and jurisdiction of the merging corporation (the "Merging Corporation") is:

Name
Cardiogenesis Corporation .

Jurisdiction
Florida

THREE

The Agreement and Plan of Merger entered into by and between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit "A" (the "Plan of Merger").

FOUR

The merger shall become effective at 11:58 p.m. on December 31, 2014.

FIVE

The Plan of Merger was approved and adopted by the board of directors of the Surviving Corporation, in accordance with the applicable provisions of the Act in effect as of November 7, 2014. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required.

SIX

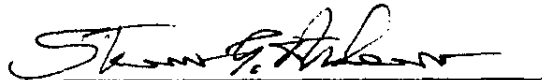
The Plan of Merger was approved and adopted by the board of directors of the Merging Corporation, in accordance with the applicable provisions of the Act in effect as of November 7, 2014. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger by the shareholders of the Merging Corporation is not required.

(Signatures on following page)

IN WITNESS WHEREOF, these Articles of Merger are hereby executed and adopted by each of the undersigned by its duly authorized representative as of the 7th day of November, 2014. These Articles of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

CARDIOGENESIS CORPORATION

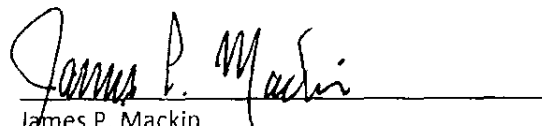
a Florida corporation

A handwritten signature in black ink, appearing to read "Steven G. Anderson", written over a horizontal line.

Steven G. Anderson
Chief Executive Officer

CRYOLIFE, INC.

a Florida corporation

A handwritten signature in black ink, appearing to read "James P. Mackin", written over a horizontal line.

James P. Mackin
President and Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER
OF
CARDIOGENESIS CORPORATION
WITH AND INTO
CRYOLIFE, INC.**

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated the 7th day of November, 2014, is made and entered into by and between CARDIOGENESIS CORPORATION, a Florida corporation, and CRYOLIFE, INC., a Florida corporation.

WITNESSETH:

WHEREAS, the parties hereto have determined that it would be in the best interest of Cardiogenesis Corporation and CryoLife, Inc. for Cardiogenesis Corporation to be merged with and into CryoLife, Inc.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

I. NAME OF EACH ENTITY

The names of the parties planning to merge are Cardiogenesis Corporation, a Florida corporation, and CryoLife, Inc., a Florida corporation.

II. MERGER

Cardiogenesis Corporation and CryoLife, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act"), be merged (the "Merger") with and into a single corporation, to wit, CryoLife, Inc., which shall be the surviving entity when the merger takes effect at 11:58pm on December 31, 2014 (the "Effective Time") and which shall sometimes be hereinafter referred to as the "Surviving Corporation." The separate existence of Cardiogenesis Corporation, which shall sometimes hereinafter be referred to as the "Terminating Corporation," shall cease as of the Effective Time of the Merger in accordance with the provisions of the Florida Act.

III. NAME CHANGE

From and after the Effective Time of the Merger, the Surviving Corporation shall continue to exist under the name "CryoLife, Inc." pursuant to the provisions of the Florida Act.

IV. ARTICLES OF INCORPORATION

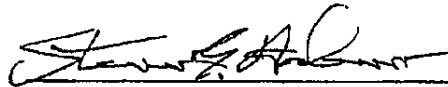
The Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation") as in effect immediately before the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation and shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Articles of Incorporation.

V. MANNER OF CONVERSION OF SHARES

The capital stock of the Terminating Corporation existing immediately prior to the Effective Date shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but such capital stock shall be extinguished as of the Effective Time of the Merger. The issued and outstanding shares of capital stock of the Surviving Corporation immediately prior to the Effective Date shall not be converted or exchanged in any manner, but all shares shall continue to represent Issued and outstanding shares of the Surviving Corporation.

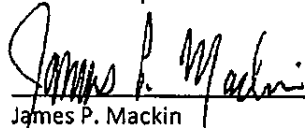
IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above. This Agreement and Plan of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

CARDIOGENESIS CORPORATION
a Florida corporation



Steven G. Anderson
Chief Executive Officer

CRYOLIFE, INC.
a Florida corporation



James P. Mackin
President and Chief Executive Officer