

L05000100371

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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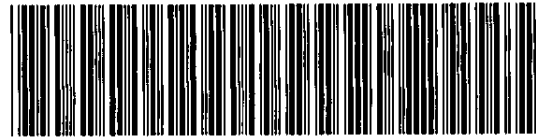
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE 12-17-12

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12 DEC 17 AM 11:01

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12 DEC 17 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 3 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 459897 5124708

AUTHORIZATION :

COST LIMIT : \$ 100.00

[Handwritten signature]

ORDER DATE : December 14, 2012

ORDER TIME : 5:0 PM

ORDER NO. : 459897-080

CUSTOMER NO: 5124708

ARTICLES OF MERGER

MEDICAL SERVICES CONSORTIUM,
INC.

INTO

COMPSCRIPT, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Compscript, LLC
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Cecilia Temple
(Contact Person)

Compscript, LLC
(Firm/Company)

201 E. 4th St. Suite 900
(Address)

Cincinnati OH 45202
(City/State and Zip Code)

For further information concerning this matter, please call:

Ceci Temple At (513) 719-1535
(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 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

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TALLAHASSEE, FLORIDA

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)
Compscript, LLC	Florida	L05000100371

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Medical Services Consortium, Inc</u>	<u>Florida</u>	<u>V46518</u>
<u>CompScript, LLC</u>	<u>Florida</u>	<u>W05000100371</u>

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 / 17 / 12 (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.)

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 12/17/2012

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 12/17/2012

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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Compscript, LLC

Mr. T. A.

Regis T. Robbins, Treasurer of the

Medical Services

Ant. J.

Regis T. Robbins, Treasurer *Neighborhood*

Consortium, Inc.

Pharmacy
Services,
Inc.

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TALLAHASSEE, FLORIDA

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>
<u>Compscript, LLC</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Compscript, LLC</u>	<u>Florida</u>
<u>Medical Services Consortium, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Please see Exhibit A attached to this form.

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TALLAHASSEE, FLORIDA

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:

Please see Exhibit A attached to this form.

(Attach additional sheets if necessary)

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:

Please see Exhibit A attached to this form.

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TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Compscript, LLC

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Medical Services Consortium, Inc.

Florida

Compscript, LLC

Florida

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TALLAHASSEE, FLORIDA

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

Please see Exhibit A attached to this form.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Please see Exhibit A attached to this form.

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Plan of Merger**") dated as of December 17, 2012, is adopted and made by and between Medical Services Consortium, Inc., a Florida corporation ("**Subsidiary**"), and CompScript, LLC, a Florida limited liability company ("**Parent**") (Parent and Subsidiary being sometimes referred to herein each individually as a "**Constituent Company**" and together collectively as the "**Constituent Companies**").

RECITALS:

A. Subsidiary is a corporation organized and existing under the laws of the State of Florida, the authorized capital stock of which consists of 100 shares of common stock, of which all issued and outstanding shares of the Subsidiary Stock are owned by Parent.

B. Parent is a limited liability company organized and existing under the laws of the State of Florida.

C. The sole member of Parent deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Parent, and has adopted resolutions approving this Plan of Merger.

D. The board of directors of Subsidiary deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Subsidiary, and has adopted resolutions approving this Plan of Merger.

E. For federal income tax purposes, the Merger (as defined in Article I hereof) is intended to qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the corresponding income tax regulations promulgated thereunder (the "**Code**").

NOW, THEREFORE, in consideration of the recitals and of the agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies agree as follows:

ARTICLE I **Merger**

Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as defined in Article V hereof), Subsidiary shall be merged with and into Parent pursuant to the provisions of, and with the effect provided in Section 607.1108 et seq., of the Florida Business Corporation Act and Section 608.438 et seq., of the Florida Limited Liability Companies Law.

Upon the Effective Date, the separate existence of Subsidiary shall cease and all rights, privileges, powers, immunities, and franchises, public or private, of Subsidiary, and all property, real, personal, and mixed, and debts due to Subsidiary on whatever account, as well as all

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TALLAHASSEE, FLORIDA

subscriptions for stock or membership interests and all other choses or things in action, and every and vested in Parent without further act or deed; provided, however, that all rights of creditors and all liens on any property of Subsidiary shall be preserved and unimpaired, and all debts, liabilities, duties, and obligations of Subsidiary shall thenceforth attach to Parent and may be enforced against Parent to the same extent as if said rights, liens, debts, liabilities, duties, or obligations had been incurred, contracted, or assumed by Parent.

ARTICLE II

Articles of Organization and Limited Liability Company Agreement

The Articles of Organization and the Limited Liability Agreement of Parent on and after the Effective Date shall be Parent's existing Articles of Organization and Limited Liability Agreement until changed or amended as provided therein or by applicable law.

ARTICLE III

Sole Member

NeighborCare Pharmacy Services, Inc., the sole managing member of Parent, shall continue to be Parent's sole managing member on and after the Effective Date, and the principal place of business of the Parent and Parent's sole managing member on and after the Effective Date shall be: 900 Omnicare Center, 201 E. 4th Street, Cincinnati, OH 45202.

ARTICLE IV

Cancellation of Shares

As of the Effective Date, each share of common stock of Subsidiary issued and outstanding on the Effective Date shall be cancelled, and all rights in respect thereof shall cease, and thereafter any and all certificates for such shares shall be surrendered and cancelled. Each membership interest of Parent issued and outstanding on the Effective date shall continue to be issued and outstanding membership interests of Parent.

ARTICLE V

Effective Date of Merger

The Articles of Merger evidencing the Merger shall be delivered to the Secretary of State of Florida for filing. The Merger shall be effective as of the date of filing of the Articles of Merger (such date and time being herein referred to as the "**Effective Date**").

ARTICLE VI

Further Assurances

If at any time Parent shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in Parent title to any property or rights of Subsidiary, or otherwise to carry out the provisions of this Plan of Merger, the board of directors of Subsidiary as of the Effective Date, and thereafter the sole member of Parent acting on behalf of Subsidiary, shall execute and deliver any and all property assignments, conveyances, and assurances, and do all things necessary or desirable to vest, perfect, or confirm title to such property or rights in Parent and otherwise to carry out the provisions of this Plan of Merger.

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ARTICLE VII
Miscellaneous

(A) Prior to the filing of any Articles of Merger, this Plan of Merger may be amended or supplemented by mutual agreement of each of the Constituent Companies. Any such amendment or supplement must be in writing and approved by the board of directors and sole member of each of the Constituent Companies, and to the extent required by applicable law, by any necessary vote of the shareholder/member of the Constituent Companies. In addition, this Plan of Merger may be terminated by the action of the board of directors/member of either of the Constituent Companies at any time for any reason prior to the filing of any Articles of Merger.

(B) The headings of the Articles of this Plan of Merger are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

(C) For the convenience of the Constituent Companies and to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

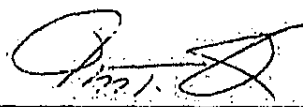
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the Constituent Companies has caused this Plan of Merger to be executed by its duly authorized officer as of the date first set forth above.

SUBSIDIARY

MEDICAL SERVICES CONSORTIUM, INC.

By: 

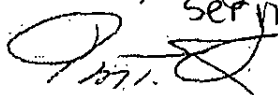
Name: Regis T. Robbins

Title: Treasurer

PARENT

COMPSCRIPT, LLC

by its sole member, *Neighborhood pharmacy services, Inc*

By: 

Name: Regis T. Robbins

Title: Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2012

CSC
CARINA L. DUNLAP

SUBJECT: COMPScript, LLC
Ref. Number: L05000100371

We have received your document for COMPScript, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

\$35.00 fee due for each merging party, the total fee to file this merger is \$70.00

For LLC the signature of member or authorized representative of a member is required.

The plan of merger must contain the exact name and jurisdiction for each party to the merger.

The plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s) of the surviving limited liability company.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 812A00029824



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2012

CSC
CARINA L. DUNLAP

SUBJECT: COMPSRIPT, LLC
Ref. Number: L05000100371

RESUBMIT

Please give original
submission date as file date.

We have received your document for COMPSRIPT, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the exact name and jurisdiction for each party to the merger.

The plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s) of the surviving limited liability company.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 512A00030058

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