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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

SEP 4 2013

EXAMINER



Carson  
Boxberger

[carsonboxberger.com](http://carsonboxberger.com)

260 423-9411

**The Harrison**

301 W. Jefferson Boulevard, Suite 200  
Fort Wayne, IN 46802

Tyler J. Winkleman  
[winkleman@carsonboxberger.com](mailto:winkleman@carsonboxberger.com)

August 27, 2013

FEDERAL EXPRESS

State of Florida  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Allograft Innovations, LLC

Dear Sir or Madam:

Enclosed is a Certificate of Merger for Florida Limited Liability Company for Allograft Innovations, LLC, along with our check in the amount of \$50 for the filing fee. Please forward the Certificate of Merger to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please contact me.

Very truly yours,

CARSON BOXBERGER LLP

Tyler J. Winkleman

TJW/dkm  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Allograft Innovations, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert L. Nicholson

Contact Person

Carson Boxberger LLP

Firm/Company

301 W. Jefferson Blvd., Ste. 200

Address

Fort Wayne, IN 46802

City, State and Zip Code

nicholson@carsonboxberger.com

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

For further information concerning this matter, please call:

Tyler J. Winkleman at ( 260 ) 423-9411

Name of Contact Person

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>L 1000003486LLC</u> Allograft Innovations, LLC	<u>Florida</u>	<u>LLC</u>
Allograft Innovations, LLC	Indiana	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Allograft Innovations, LLC	Indiana	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Robert L. Nicholson

301 W. Jefferson Blvd., Ste. 200

Fort Wayne, IN 46802

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Mailing address: \_\_\_\_\_

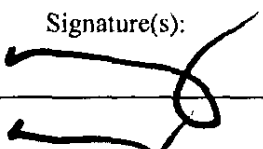
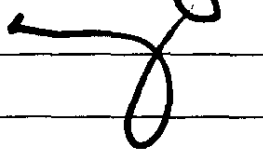
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Allograft Innovations, LLC		Robert Shugart
Allograft Innovations, LLC		Robert Shugart

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 a member or authorized representative

<b><u>Fees:</u></b>	
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Allograft Innovations, LLC	Florida	LLC
Allograft Innovations, LLC	Indiana	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Allograft Innovations, LLC	Indiana	LLC

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

See attached Plan of Merger.

(Attach additional sheet if necessary)

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the merger, the membership interests of  
Allograft Innovations, LLC a Florida limited liability company  
shall be exchanged for equal membership interests in  
Allograft Innovations, LLC an Indiana limited liability company.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the merger, the rights to  
acquire the interests, share, obligations  
or other securities of Allograft Innovations, LLC  
a Florida limited liability company shall be exchanged  
for equal rights to acquire the interests, share, obligations  
or other securities of Allograft Innovations, LLC  
an Indiana limited liability company.

*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

**This Plan of Merger will be approved by the unanimous consent of the members of each limited liability company.**

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

*(Attach additional sheet if necessary)*

**PLAN OF MERGER  
OF  
ALLOGRAFT INNOVATIONS, LLC  
INTO  
ALLOGRAFT INNOVATIONS, LLC**

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13 AUG 28 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER ("Plan") merging Allograft Innovations, LLC, a Florida limited liability company, into Allograft Innovations, LLC, an Indiana limited liability company, will be approved by the unanimous consent of the members of each limited liability company.

**ARTICLE 1. PARTIES**

**Section 1.01. *Merging Company.*** The merging company is Allograft Innovations, LLC, a Florida limited liability company ("Allograft Florida").

**Section 1.02. *Surviving Company.*** The surviving company is Allograft Innovations, LLC, an Indiana limited liability company ("Allograft Indiana").

**ARTICLE 2. CONVERSION OF MEMBERSHIP INTERESTS  
IN ALLOGRAFT INNOVATIONS, LLC**

Upon the effective date of the merger, the membership interests of Allograft Florida shall be exchanged for equal membership interests in Allograft Indiana.

**ARTICLE 3. REGULATORY PROVISIONS**

**Section 3.01. *Effective Date.*** The effective date of the merger, as that phrase is used in this Plan of Merger shall mean 12:01 A.M. on August 26, 2013.

**Section 3.02. *Surviving Company.*** Upon the effective date of the merger, Allograft Florida shall merge into and become a part of Allograft Indiana, and their separate existences shall thereupon cease. Allograft Indiana shall continue in existence under the name Allograft Innovations, LLC.

**Section 3.03. *Attributes and Property of Allograft Indiana.*** Upon the effective date of the merger, Allograft Indiana shall be vested with all the rights, privileges, immunities, powers and franchises and all property, real and personal, and all accounts, contract rights and other choices in action of Allograft Florida, without the necessity of any further act or deed.

**Section 3.04. *Liabilities of Allograft Florida.*** Upon the effective date of the merger, Allograft Indiana shall assume all of the debts, liabilities and obligations of Allograft Florida.

**Section 3.05. *Manager of Allograft Indiana.*** The manager of Allograft Florida shall continue in his respective position, for the same term and on the same conditions as prior to the effective date of the merger.

IN WITNESS WHEREOF, Allograft Innovations, LLC, a Florida limited liability company and Allograft Innovations, LLC, an Indiana limited liability company have caused their company names to be hereunto subscribed by their duly authorized manager on this 26<sup>th</sup> day of August, 2013.

**ALLOGRAFT INNOVATIONS, LLC**

By: Robert Shugart

Its: Manager

**ALLOGRAFT INNOVATIONS, LLC**

By: Robert Shugart

Its: Manager

“ALLOGRAFT FLORIDA”

“ALLOGRAFT INDIANA”