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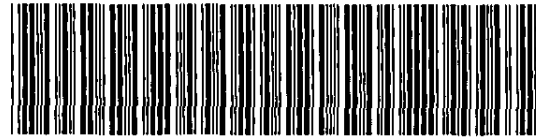
2

Certificates of Status

1

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*Effective:
9-1-12*

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12 AUG 31 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12 AUG 31 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

9-4-12

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: All-Med Services of Florida, 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:

David Ashburn

Contact Person

Greenberg Taurig

Firm/Company

101 East College Avenue

Address

Tallahassee, FL 32301

City/State and Zip Code

ashburnd@gtlaw.com

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

For further information concerning this matter, please call:

Patricia Tassinari

Name of Contact Person

At (850) 521-8576

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

A check is enclosed for filing the Merger documents and providing us with two (2) certified copies of the Merger Documents as well as a Certificate of Status.

FILED

12 AUG 31 PM 4:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

FLORIDA HOME MEDICAL EQUIPMENT, INC.,
a Florida corporation,

with and into

ALL-MED SERVICES OF FLORIDA, INC.,
a Florida corporation

Effective:
9-1-12

Pursuant to the provisions of Section 607.1101, 607.1104, and 607.1105, Florida Statutes, Florida Home Medical Equipment, Inc., a Florida corporation ("FHME"), and All-Med Services of Florida, Inc., a Florida corporation ("All-Med"), adopt the following Articles of Merger for the purpose of merging FHME with and into All-Med, with All-Med being the surviving corporation in the merger (the "Merger"):

1. The Agreement and Plan of Merger for the merging of FHME with and into All-Med, with All-Med being the surviving corporation in the Merger, is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").
2. The Board of Directors of FHME approved the Agreement and Plan of Merger by an action taken by written consent of the Board of Directors in lieu of a meeting dated Aug. 31, 2012.
3. The Board of Directors of All-Med approved the Agreement and Plan of Merger by an action taken by written consent of the Board of Directors in lieu of a meeting dated Aug. 31, 2012.
4. These Articles of Merger shall be effective September 1, 2012.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger as of the 31 day of August, 2012.

**FLORIDA HOME MEDICAL EQUIPMENT,
INC.**

By: 

Name: Jeffrey J. Sjobeck

Title: Vice President and Treasurer

ALL-MED SERVICES OF FLORIDA, INC.

By: _____

Name: H. David Willcutts, Jr.

Title: Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger as of the 31 day of August, 2012.

**FLORIDA HOME MEDICAL EQUIPMENT,
INC.**

By: _____
Name: Jeffrey J. Sjobeck
Title: Vice President and Treasurer

ALL-MED SERVICES OF FLORIDA, INC.

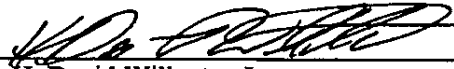
By: 
Name: H. David Willcutts, Jr.
Title: Chief Executive Officer

Exhibit A

**Agreement and Plan of Merger
[see attached]**

**AGREEMENT AND PLAN OF MERGER
BETWEEN
FLORIDA HOME MEDICAL EQUIPMENT, INC.
(a Florida corporation)
AND
ALL-MED SERVICES OF FLORIDA, INC.
(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER, executed as of August 31, 2012 (this "Plan"), is made by and between Florida Home Medical Equipment, Inc., a Florida corporation ("FHME"), and All-Med Services of Florida, Inc., a Florida corporation ("All-Med" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, Arrow Holdings LLC is the sole stockholder and parent corporation of both All-Med and FHME;

WHEREAS, Arrow Holdings LLC desires that All-Med acquire the properties and other assets, and assume all of the liabilities and obligations, of FHME by means of a merger of FHME with and into All-Med, whereby All-Med shall be the surviving entity (the "Merger");

WHEREAS, Section 607.1101 and 607.1104 of the Florida Business Corporation Act (the "Florida Corporation Law") authorize the merger of FHME with and into All-Med;

WHEREAS, the boards of directors of each of FHME and All-Med desire to effect the Merger pursuant to Section 607.1101 and 607.1104 of the Florida Corporation Law; and

WHEREAS, the boards of directors of each of FHME and All-Med have approved and declared the advisability of this Plan and the consummation of the Merger.

NOW THEREFORE, the parties hereto hereby agree as follows:

1. On the Effective Date (as defined in paragraph 8), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Business Corporation Act, FHME shall be merged with and into All-Med, which shall be the surviving entity, and the separate existence of FHME shall cease. All-Med shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of FHME in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of FHME shall be vested in the Surviving Corporation without further act. All obligations due to FHME shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of FHME existing as of the Effective Date.

2. The Certificate of Formation of All-Med as in effect on the Effective Date shall remain in effect and be the Certificate of Formation of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law.

3. The Initial Articles of Incorporation ("Articles") of All-Med as in effect on the Effective Date shall remain in effect and be the Articles of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law and such Articles.

4. From and after the Effective Date, the Board of Directors of All-Med immediately prior to the Effective Date shall be the Board of Directors of All-Med. The Board of Directors of the Surviving Corporation and their business addresses are as follows:

H. David Willcutts, Jr.
3700 Commerce Parkway
Miramar, FL 33025

Jeffrey J. Sjobeck
11000 Prairie Lake Dr., #600
Eden Prairie, MN 55344

5. On the Effective Date, each issued and outstanding share of common stock of FHME shall, by virtue of the Merger and without any action on the part of the holder thereof, become and be converted into one share of common stock of All-Med which shall be issued to the holder of such shares of common stock and all capital stock of FHME outstanding immediately prior to the Merger, if any, shall be canceled, and no payment shall be made in respect thereof.

6. The sole shareholder of FHME which, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and which dissents from the Merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if such shareholder complies with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

7. The proper officers of FHME and All-Med, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Agreement and Plan of Merger.

8. The Merger shall become effective September 1, 2012 (the "Effective Date").

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly execute by their respective authorized representatives as of the day and year first above written.

**FLORIDA HOME MEDICAL EQUIPMENT,
INC.**

By: 

Name: Jeffrey S. Sjoberg

Title: Vice President and Treasurer

ALL-MED SERVICES OF FLORIDA, INC.

By: _____

Name: H. David Willcutts, Jr.

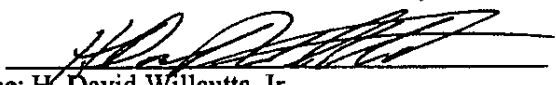
Title: Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly execute by their respective authorized representatives as of the day and year first above written.

**FLORIDA HOME MEDICAL EQUIPMENT,
INC.**

By: _____
Name: Jeffrey J. Sjobeck
Title: Vice President and Treasurer

ALL-MED SERVICES OF FLORIDA, INC.

By:  _____
Name: H. David Willcutts, Jr.
Title: Chief Executive Officer