

M110000000398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

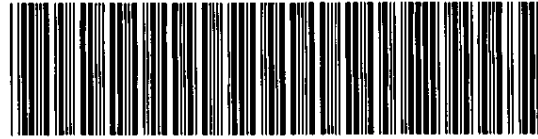
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

EFFECTIVE 12/31/14

Office Use Only



900265726609

FILED

14 DEC 22 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE

14 DEC 22 PM 1:52

WALK-IN

CRm
12-23-14

ACCOUNT NO. : I20000000195
REFERENCE : 424568 5166594
AUTHORIZATION : *[Signature]*
COST LIMIT : \$50.00

FILED
14 DEC 22 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 17, 2014
ORDER TIME : 1:09 PM
ORDER NO. : 424568-090
CUSTOMER NO: 5166594

ARTICLES OF MERGER

HAYNES CLINICAL LABORATORY,
INC.

INTO

SOLSTAS LAB PARTNERS GROUP,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
14 DEC 22 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
<u>Solstas Lab Partners Group, LLC</u>	<u>North Carolina</u>	<u>M110000000398</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hayes Clinical Laboratory, Inc.</u>	<u>Florida</u>	<u>P03000014314 - P990000021459</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 / 31 / 14 (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 12/17/14.

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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/17/14 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Solstas Lab Partners

Seyhan Akman

Stephen A. Calamari, Vice President

Group, LLC

Hayes Clinical

Stephen Colamer

Stephen A. Calamari, Vice President

Laboratory, Inc.

100% 90% 80% 70% 60% 50% 40% 30% 20% 10% 0%

[illegible]

Annex A
PLAN OF MERGER
OF
HAYES CLINICAL LABORATORY, INC.
INTO
SOLSTAS LAB PARTNERS GROUP, LLC

This Plan of Merger sets forth the terms under which Hayes Clinical Laboratory, Inc. ("Hayes"), a corporation organized under the laws of the State of Florida, will merge (the "Merger"), with and into Solstas Lab Partners Group, LLC ("SLPG"), a limited liability company organized under the laws of the State of North Carolina.

1. Effective Time. The Merger shall become effective (the "Effective Time") at 11:59 p.m. on December 31, 2014.
2. Surviving Company. SLPG shall be the Surviving Company in the Merger and at the Effective Time the separate existence of Hayes shall cease.
3. Articles of Organization of the Surviving Company. The Articles of Organization of SLPG as in effect immediately prior to the Effective Time shall, until thereafter amended, be the Articles of Organization of the Surviving Company.
4. Amended and Restated Operating Agreement of the Surviving Company. The Amended and Restated Operating Agreement of SLPG as in effect immediately prior to the Effective Time, shall, until thereafter amended, be the Amended and Restated Operating Agreement of the Surviving Company.
5. Officers of the Surviving Company. The Officers of the Surviving Company shall be the Officers of SLPG immediately prior to the Effective Time, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.
7. Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action the part of the holders thereof:
 - (ii) Each share of common stock of Hayes issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.
 - (ii) Each limited liability interest of SLPG issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time and are not affected by the Merger.

8. Rights and Liabilities of the Surviving Company. At and after the Effective Time, the Surviving Company shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of SLPG and Hayes; all debts due to Hayes and SLPG shall be vested in the Surviving Company; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Hayes and SLPG shall be effectively the property of the Surviving Company as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Hayes, shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of Hayes shall be preserved unimpaired, limited to the property affected by such lien at the Effective Time of the Merger; and all debts, liabilities, and duties of Hayes shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

9. Further Actions. The proper officers of SLPG and Hayes are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

11. Plan of Merger. This Plan of Merger shall constitute a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated thereunder.

11. Effect of Merger. The effect of the Merger and the effective date of the Merger are as prescribed by law.