

m22000015093

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400402807174

effective date 2-28-23
merger

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2023 FEB 21 AM 10:13

A. RAMSEY
FEB 27 2023

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2023 FEB 21 PM 3:12
DIVISION OF CORPORATIONS
FLORIDA

*02250, 07015, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2023

CT CORP
3458 LAKESHORE DRIVE
TALLAHASSEE, FL 32312

SUBJECT: NHS U.S., LLC
Ref. Number: M22000015093

CORRECTED
Please Allow For
Same File Date

We have received your document for NHS U.S., LLC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, ~~each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.~~

~~The Articles of Merger should be filed according to Chapter 605.1025 since the surviving entity is an LLC. Please use our form or change the statute number on your articles. Please include the sections that I have highlighted on the attached form.~~

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 023A00004211

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2023 FEB 24 PM 3:45
TALLAHASSEE, FL 32312

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 02/21/2022
Acc#I20160000072

en: c SW

| | |
|-------------|----------------------|
| Name: | Rexall Sundown, Inc. |
| Document #: | |
| Order #: | 14794808 - 7 |

| | | | |
|-----------------------------------|--------------------------|-------------------------|--|
| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | |
| Plain Copy: | <input type="checkbox"/> | | |
| Certificate of Good Standing: | <input type="checkbox"/> | | |
| Certified Copy of | <input type="checkbox"/> | | |
| Apostille/Notarial Certification: | <input type="checkbox"/> | Country of Destination: | |
| | | Number of Certs: | |

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| Filing: <input checked="" type="checkbox"/> | Certified: <input checked="" type="checkbox"/> |
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Email Address for Annual Report Notifications:

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|---------------------|
| Availability _____ |
| Document _____ |
| Examiner _____ |
| Updater _____ |
| Verifier _____ |
| W.P. Verifier _____ |
| Ref# _____ |

Amount: \$ 43.75 90.00

Thank you!

FILED

ARTICLES OF MERGER 2023 FEB 21 AM 10:13

February 23, 2023

The following articles of merger are submitted in accordance with section 605.1025, Florida Statutes.

FIRST: The name and jurisdiction of the **merging** entity is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|----------------------|---------------------|--------------------|
| Rexall Sundown, Inc. | Florida | Corporation |

SECOND: The name and jurisdiction of the **surviving** entity is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---------------|---------------------|---------------------------|
| NHS U.S., LLC | Delaware | Limited Liability Company |

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with sections 605.1021 – 605.1026, Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under section 605.1023(1)(b), Florida Statutes.

FOURTH: The merger was approved by the shareholders of the domestic merging entity.

FIFTH: The merger was approved by the surviving foreign limited liability company in accordance with the organic laws of the state of formation of the surviving entity.

SIXTH: The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under sections 605.1006 and 605.1061 – 605.1072, Florida Statutes.

SIXTH: The merger is to become effective on February 28, 2023 at 3:02 AM Eastern Time.

[Signature Page Follows]

IN WITNESS WHEREOF, the surviving entity has caused this certificate to be signed by an authorized person as of the date first written above.

REXALL SUNDOWN, INC.

/s/ Andrew Glass

Name: Andrew Glass

Title: Secretary

NHS U.S., LLC

/s/ Andrew Glass

Name: Andrew Glass

Title: Secretary