

N98000003561

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

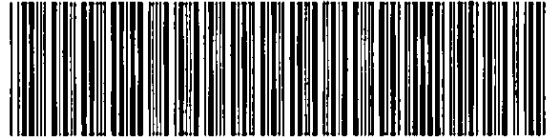
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Need Plan of Merger

Office Use Only



400399440264

12/27/22--01013--006 **78.75

FILED

2023 MAR 23 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FL

Merger

MAR 24 2023
D CUSHING

WHITEFORD, TAYLOR & PRESTON L.L.P.

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WASHINGTON, D.C. 20036-5405

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December 22, 2022

Via Federal Express

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: The Pulmonary Hypertension Association, Inc.

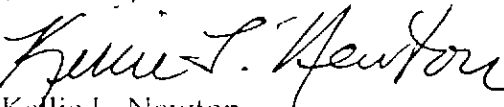
Dear Mr. / Ms. Clerk:

On behalf of The Pulmonary Hypertension Association, Inc. (PHA), I am enclosing the following for filing:

1. Executed Articles and Plan of Merger between PHA, a Florida not-for-profit corporation, and Pulmonary Hypertension Care Centers, Inc., a Maryland non-stock corporation;
2. An additional copy of the above-referenced Articles and Plan of Merger, as a certified copy is requested; and
3. This firm's check for \$78.75 (for filing fee, \$35.00 each for two parties plus \$8.75 for certified copy).

Please send evidence of the filing to my attention by email at knewton@wtplaw.com. If there are any questions regarding this filing, please feel free to contact me at 202-659-6776. Thank you.

Sincerely,


Kellie L. Newton

Enclosures

12719468

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2023 MAR 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2023

KELLIE L NEWTON
WHITEFORD TAYLOR & PRESTON L.L.P.
1800 M STREET, SUITE 450N
WASHINGTON, DC 20036-5405

SUBJECT: THE PULMONARY HYPERTENSION ASSOCIATION, INC.
Ref. Number: N98000003561

We have received your document for THE PULMONARY HYPERTENSION ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 823A00005586

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED
2023 MAR 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Pulmonary Hypertension Association, Inc.	Florida	N98000003561

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pulmonary Hypertension Care Centers, Inc.	Maryland	D16792517

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 / 2022 (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on December 2, 2022. The number of directors in office was 19. The vote for the plan was as follows: 13 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on December 2, 2022. The number of directors in office was 8. The vote for the plan was as follows: 8 FOR 0 AGAINST

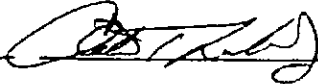
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

The Pulmonary Hypertension Association, Inc.



Anton Lahnston, Chair

Pulmonary Hypertension Care Centers, Inc.

Delphine Yung, M.D., Chair

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

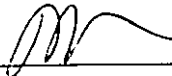
Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

The Pulmonary Hypertension Association, Inc

Anton Lahnston, Chair

Pulmonary Hypertension Care Centers, Inc.



Delphine Yung, M.D., Chair

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

The Pulmonary Hypertension Association, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pulmonary Hypertension Care Centers, Inc.

Maryland

The terms and conditions of the merger are as follows:

The assets of Pulmonary Hypertension Care Centers, Inc. ("PHCC") shall transfer to, vest in, and devolve on The Pulmonary Hypertension Association, Inc. ("PHA"). Confirmatory assignments, or similar instruments to evidence the transfer may be executed and delivered at any time in the name of PHCC by its last acting officers or authorized persons or by the appropriate officers, authorized persons, or Trustees of PHA. As of the effective date of the merger, PHA shall be liable for all the debts and obligations of PHCC. The existing Board of Trustees and officers of PHA shall remain in place on the effective date of the merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows: