

# PO1000054085

\*\*\*CORRECTED; PLEASE HONOR ORIGINAL SUBMISSION DATE OF 1/05/24

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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H240000080093ABCX

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From: Account Name : CAPITOL SERVICES, INC.  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
NEOGENOMICS LABORATORIES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

**\*\*PLEASE HONOR  
ORIGINAL SUBMISSION  
DATE OF 1/05/24**

**\*\*PLEASE HONOR  
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DATE OF 1/05/24**

Electronic Filing Menu

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Help

**\*\*2 MERGERS WERE SUBMITTED FOR THIS FL ENTITY; WE RECEIVED ONE REJECT LETTER. PLEASE HONOR ORIGINAL DATE OF 1/05/24. THIS MERGER IS BETWEEN CLARIENT, INC. (DE) AND NEOGENOMICS LABORATORIES, INC. (FL).**

850-817-6381

1/8/2024 7:12:22 AM PAGE 1/001 Fax Server



January 5, 2024

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

NEOGENOMICS LABORATORIES, INC.  
12701 COMMONWEALTH DR.  
STE. 9  
FORT MYERS, FL 33913

SUBJECT: NEOGENOMICS LABORATORIES, INC.  
REF: P01000054085

2024 JAN -5 AM 11:20

FILED

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger must be signed by both merging parties.

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.

Tammi Cline  
Regulatory Specialist II Supervisor

FAX Aud. #: H24000008019  
Letter Number: 224A00000340

FILED

2024 JAN -5 AM 11:20

NOT RECORDED

**Articles of Merger**

The following Articles of Merger are submitted in accordance with Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act") for the purpose of merging Clariant, Inc. with and into its parent, NeoGenomics Laboratories, Inc.:

**FIRST:** The name and jurisdiction of the surviving entity are as follows:

Name	Jurisdiction	Entity Type	Document Number
NeoGenomics Laboratories, Inc.	Florida	corporation	PO1000054085

**SECOND:** The merging entity is the wholly-owned subsidiary of the surviving entity. The name and jurisdiction of the merging entity are as follows:

Name	Jurisdiction	Entity Type	Document Number
Clariant, Inc.	Delaware	corporation	2609468

**THIRD:** The merger was approved by the surviving entity in accordance with Section 607.1101(1)(b) of the Act and by the organic law governing the other party to the merger.

**FOURTH:** Please check one of the boxes that apply to the surviving entity:

- ☒ The entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida
- ☐ This entity exists before the merger and is a domestic filing entity and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic records of the survivor is attached.

☐ The entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership and its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box is applicable to foreign corporations.

☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of the eligible entity's organic law.

**EIGHTH:** The Merger shall become effective, for accounting purposes only, as of 11:59 p.m. on December 31, 2023, and for all other purposes upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with Sections 253 and 103 of the General Corporation Law of the State of Delaware and these Articles of Merger with the Secretary of State of Florida in accordance with Sections 103 and 605.1025(4) of the Act (the "Effective Time").

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.

**NINTH:** Signatures for surviving entity and merging entity:

Name of Entity/Organization	Signature	Typed or Printed Name of Individual
NeoGenomics Laboratories, Inc.	/s/ Alicia Olivo	Alicia Olivo, Secretary
Clarient, Inc.	/s/ Alicia Olivo	Alicia Olivo, Secretary