

Division of Corporations

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Florida Department of State  
Division of Corporations  
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S TALLENT  
DEC 21 2017

**MERGER OR SHARE EXCHANGE**  
Andrx LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$60.00

\$70.00

Merger

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

FILED  
17 DEC 20 AM 10:51  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Andrx Pharmaceuticals (NC), Inc.	Florida	Corporation P0200124630
Andrx LLC	Delaware	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Andrx LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

2945 W Corporate Lake Blvd., Weston FL 33331

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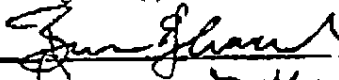
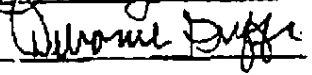
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Andrx Pharmaceuticals (NC), Inc.		Brian Shanahan, Secretary
Andrx LLC		Deborah Griffin, Sr. VP

**Corporations:**

Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*

**General Partnerships:**

Signature of a general partner or authorized person

**Florida Limited Partnerships:**

Signatures of all general partners

**Non-Florida Limited Partnerships:**

Signature of a general partner

**Limited Liability Companies:**

Signature of a member or authorized representative

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made as of the 31 day of October, 2017, by and between Andrx Pharmaceuticals (NC), Inc., a Florida corporation ("ANDRX-NC") and Andrx LLC, a Delaware limited liability company ("ANDRX").

WITNESSETH:

WHEREAS, ANDRX-NC is a wholly owned subsidiary of ANDRX; and

WHEREAS, the Board of Directors of ANDRX-NC and the Managers of ANDRX deem it advisable and in the best interests of their respective companies, shareholders and members to have ANDRX-NC merge with and into ANDRX pursuant to this Agreement and the applicable provisions of the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors and Sole Shareholder of ANDRX-NC and the Managers and Sole Member of ANDRX have approved this Agreement and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

### **ARTICLE 1 THE MERGER**

On the Effective Date of the Merger (as herein defined) and in accordance with the laws of the State of Delaware, ANDRX-NC shall merge with and into ANDRX, with ANDRX being the company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Delaware.

### **ARTICLE 2 EFFECTIVE DATE**

Articles of Merger executed in accordance with the laws of the State of Delaware shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the filing of the Articles of Merger relating to the Merger with the Secretary of State of the State of Delaware (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

### **ARTICLE 3 CERTAIN RESULTS OF THE MERGER**

(a) Succession by Surviving Company. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of ANDRX-NC and ANDRX shall cease and ANDRX-NC and ANDRX shall become and be a single entity, with ANDRX as the Surviving Company.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of ANDRX shall continue in effect and be unimpaired by the Merger.

(iii) ANDRX, as the Surviving Company, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of ANDRX-NC and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in ANDRX without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of ANDRX-NC shall be preserved unimpaired; ANDRX as the Surviving Company shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and ANDRX-NC and all of the debts, liabilities and obligations of ANDRX-NC shall thereafter attach to and be assumed by the Surviving Company to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Organization, Operating Agreement and Officers and Managers of Surviving Company. Upon the Merger becoming effective:

(i) The Articles of Organization of ANDRX as in effect immediately prior to the Merger becoming effective shall be the Articles of Organization of the Surviving Company.

(ii) The Operating Agreement of ANDRX in effect immediately prior to the Merger becoming effective shall be the Operating Agreement of the Surviving Company until amended in the manner provided by law, the Articles of Organization of the Surviving Company and/or said Operating Agreement.

(iii) The officers and managers of ANDRX immediately prior to the Merger becoming effective shall continue as the officers and managers of the Surviving Company for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4  
CONVERSION AND EXCHANGE OF SHARES  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Cancellation of ANDRX-NC's Shares. Upon the Effective Date of the Merger, each share of ANDRX-NC's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5  
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.


(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

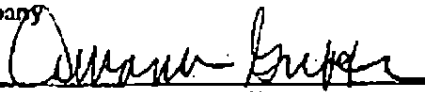
(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first written above.

**ANDRX PHARMACEUTICALS (NC),  
INC.**, a Florida corporation

By:   
Name: Brian Shanahan  
Title: Secretary

**ANDRX LLC**, a Delaware limited liability  
company

By:   
Name: Deborah Griffin  
Title: Sr. Vice President



## **List of Managers/Members for Andrx LLC**

**Actavis Holdco US, Inc. - Managing Member**  
400 Interpace Parkway, Bldg. A  
Parsippany, NJ 07054