

PO8000023430

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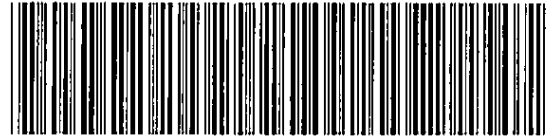
(Business Entity Name)

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19 JUL 25 PM 4:17

2019 JUL 25 AM 10:02

FILED

C. GOLDEN

JUL 26 2019

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 860775 7899423

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 25, 2019

ORDER TIME : 3:26 PM

ORDER NO. : 860775-005

CUSTOMER NO: 7899423

ARTICLES OF MERGER

MIMEDX, INC.

INTO

MIMEDX GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
MIMEDX GROUP, INC.
(A Florida Corporation)**

FILED
2019 JUL 25 AM 10:02

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1104 and 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name: MiMedx Group, Inc.
Jurisdiction: Florida
Document Number: P08000023430

Second: The name and jurisdiction of the merging corporation:

Name: MiMedx, Inc.
Jurisdiction: Florida
Document Number: P06000146755

Third: The Plan and Agreement of Merger is attached.

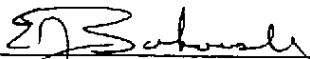
Fourth: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Fifth: Pursuant to Section 607.1104, Florida Statutes, the Plan and Agreement of Merger was duly adopted and approved on July 25, 2019 by the Board of Directors of MiMedx Group, Inc., a Florida corporation, which owns more than eighty percent (80%) of the outstanding shares of each class of stock of the merging corporation. Pursuant to Section 607.1104, Florida Statutes, the Plan and Agreement of Merger was not required to be approved or adopted by the shareholders of the surviving corporation or the Board of Directors or shareholders of the merging corporation.

Sixth: SIGNATURES FOR EACH CORPORATION


SURVIVING CORPORATION:

MIMEDX GROUP, INC.

By: 
Edward Borkowski, Interim Chief Financial
Officer

MERGING CORPORATION:

MIMEDX, INC.

By: 
Edward Borkowski, Interim Chief Financial
Officer

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of July 25, 2019, is entered into by and between MiMedx, Inc., a Florida corporation ("MiMedx"), and MiMedx Group, Inc., a Florida corporation ("MiMedx Group").

W I T N E S S E T H:

WHEREAS, MiMedx is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, MiMedx Group is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, MiMedx Group owns 100% of the issued and outstanding common stock of MiMedx; and

WHEREAS, MiMedx Group's board of directors deems it advisable and in the best interest of MiMedx Group to have MiMedx merge with and into MiMedx Group pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (the "Merger").

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 hereinafter defined) and in accordance with the laws of the State of Florida, MiMedx shall merge with and into MiMedx Group, with MiMedx Group being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

ARTICLE 2 EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida, shall be filed with the Department of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation; Effects of the Merger. Upon the Effective Date of the Merger, MiMedx Group shall become the Surviving Corporation, and the separate corporate existence of MiMedx shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Effective Date of the Merger:

(i) The Articles of Incorporation of MiMedx Group in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of MiMedx Group in effect immediately prior to the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of MiMedx Group immediately prior to the Effective Date of the Merger shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(c) Name of Surviving Corporation. On the Effective Date of the Merger, the name of the Surviving Corporation shall remain the same.

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

(a) MiMedx Group Shares. Each share of common stock in MiMedx Group issued and outstanding prior to the Effective Date of the Merger shall continue to be outstanding at and after the Effective Date of the Merger as a share of common stock of the Surviving Corporation.

(b) Cancellation of MiMedx Shares. Upon the Effective Date of the Merger, each share of capital stock of MiMedx, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished without any payment or other consideration made with respect thereto.

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 laws of the State of Florida.

(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 party.

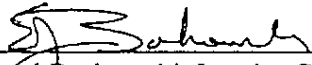
(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURES ON THE FOLLOWING PAGE]

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

MIMEDX, INC.,
a Florida corporation

By: MIMEDX GROUP, INC., the Sole Shareholder

By: 
Edward Borkowski, Interim Chief Financial Officer

MIMEDX GROUP, INC., a
Florida corporation

By: 
Edward Borkowski, Interim Chief Financial Officer