

P12000058900

(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:

Office Use Only



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RECEIVED
DEPARTMENT OF STATE
OFFICE OF THE SECRETARY
15 APR 29 PM 1:53
TO ACQUIRE
SUFFICIENCY OF FILING

RECEIVED
15 APR 29 PM 4:23
STATE DEPT
HALLAMSBURG, FLORIDA

Merape
APR 30 2015
R. WHITE

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017
Date: 4-29-15
Requestor Name: Carlton Fields Jordan Burt, P.A.
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

Corporation Name: Helix Hearing Care (Florida), Inc.
→ Helix Hearing Care (USA), Inc.

Email Address:

Entity Number:

Authorization:

P12000085600 → 5208487

Kim Pullen

SECTION OF CONFLICT OF INTEREST

15 APR 29 AM 10:42

RECEIVED

X merger
Certified Copy

Merger

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

____ Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 05037

Matter: 04440

Name: M. Ryder

Office: MIA

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P12000085600 → 5208487

Kim Pullen

☒ Merger
Certified Copy

Merger

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

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Name: M. Ryder

Office: MIA

ARTICLES OF MERGER
of
HELIX HEARING CARE (FLORIDA), INC.
(a Florida corporation)

FILED
15 APR 29 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

into

HELIX HEARING CARE (USA), INC.
(a Delaware corporation)

Pursuant to Section 607.1108 of the
State of Florida Business Corporation Act

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of each of the constituent corporations in the merger is HELIX HEARING CARE (USA), INC., a Delaware corporation, document number 5208487 ("Helix USA"), and HELIX HEARING CARE (FLORIDA), INC., a Florida corporation, document number P12000085600 ("Helix Florida"). The surviving corporation in the merger shall be Helix USA.

SECOND: The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") was approved by the sole director and sole shareholder of Helix Florida in accordance with Chapter 607 of the Florida Business Corporation Act on April 21, 2015.

THIRD: The Plan of Merger has been approved by Helix USA in accordance with the applicable laws of the State of Delaware.

FOURTH: Helix USA's principal registered office under the laws of the State of Delaware is: 160 Greentree Drive, Suite 101, City of Dover, County of Kent, State of Delaware 19904.

FIFTH: Helix USA is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of Helix Florida.


SIXTH: Helix USA agrees to promptly pay to the dissenting shareholder of Helix Florida the amount, if any, to which it is entitled under Section 607.1302 of the Florida Business Corporation Act.

SEVENTH: The merger is to become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

(Signature on following page.)

IN WITNESS WHEREOF, these Articles of Merger are hereby executed this 29 day of April, 2015.

**HELIX HEARING CARE (USA), INC., a
Delaware Corporation**

By: 
Name: Michael Tease
Title: President

**HELIX HEARING CARE (FLORIDA),
INC., a Florida Corporation**

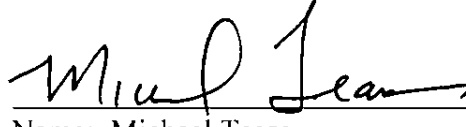
By: 
Name: Michael Tease
Title: President

Exhibit A

AGREEMENT AND PLAN OF MERGER

Please see attached.

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is dated as of April 29, 2015, by and between HELIX HEARING CARE (USA), INC., a Delaware corporation ("HELIX USA"), and HELIX HEARING CARE (FLORIDA), INC., a Florida corporation ("HELIX FLORIDA").

WHEREAS, HELIX USA and HELIX FLORIDA wish to effect a business combination through a merger (the "Merger") of HELIX FLORIDA with and into HELIX USA on the terms and conditions set forth in this Agreement and in accordance with the Delaware General Corporation Law, as amended (the "DGCL") and the Florida Business Corporation Act, as amended (the "FBCA"), as applicable;

WHEREAS, the sole Director of HELIX USA has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby and determined that this Agreement, the Merger and the other transactions contemplated hereby are advisable and in the best interest of its sole stockholder, and its sole stockholder has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby;

WHEREAS, the sole Director of HELIX FLORIDA has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby and have determined that this Agreement, the Merger and the other transactions contemplated hereby are in the best interest of its sole shareholder, and its sole shareholder has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby; and

WHEREAS, HELIX USA and HELIX FLORIDA desire to make certain agreements in connection with the Merger.

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **The Merger.** Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in **Section 2**), HELIX USA and HELIX FLORIDA shall consummate the Merger pursuant to which (a) HELIX FLORIDA shall be merged with and into HELIX USA and the separate corporate existence of HELIX FLORIDA shall thereupon cease, (b) HELIX USA shall be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware, and (c) the separate corporate existence of HELIX USA with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the DGCL and the FBCA.

2. **Effective Time.** Upon the terms and subject to the conditions set forth in this Agreement, on the Closing Date (as defined in **Section 4**), HELIX FLORIDA and HELIX USA shall: (i) duly execute a certificate of merger in the form attached hereto as Exhibit A (the "Certificate of Merger") and file such Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL and (ii) duly execute Articles of Merger in the form attached hereto as Exhibit B (the "Articles of Merger") and file such Articles of Merger with the Secretary of State of the State of Florida in accordance with the FBCA. The Merger shall become effective at such time as the Certificate of Merger, accompanied by payment of the filing fee (as provided in the DGCL), has been examined by and received the endorsed approval of the Secretary of State of the State of Delaware (the "Effective Time").

3. **Certificate of Incorporation; Bylaws and Officers.** As of the Effective Time, by virtue of the Merger and without any action on the part of HELIX FLORIDA, HELIX USA or any other person being required: (i) the certificate of incorporation of the Surviving Corporation shall be the same as the certificate of incorporation of HELIX USA as in effect immediately prior to the Effective Time; (ii) the bylaws of the Surviving Corporation shall be the same as the bylaws of HELIX USA as in effect immediately prior to the Effective Time; and (iii) the officers and directors of the Surviving Corporation shall be the same as the officers and directors of HELIX USA as in effect immediately prior to the Effective Time.

4. **Closing.** The closing of the Merger (the "Closing") shall occur on a date agreed upon in writing by HELIX USA and HELIX FLORIDA. The date on which the Closing occurs pursuant to the foregoing sentence is referred to in this Agreement as the "Closing Date." The Closing shall take place at the offices of Carlton Fields Jordan Burt, P.A., 100 SE Second Street, Suite 4200, Miami, Florida 33131, or at such other place as agreed to by HELIX USA and HELIX FLORIDA. "Business Day" means any day other than a day on which the office of the Secretary of State of the State of Delaware is closed.

5. **Effect on Capital Stock.** As of the Effective Time, by virtue of the Merger and without any action on the part of the shareholder of HELIX FLORIDA or any stockholder of HELIX USA:

(a) Each issued and outstanding share of common stock of HELIX USA immediately prior to the Effective Time shall remain outstanding and shall become an issued and outstanding share representing such common stock of the Surviving Corporation following the Merger.

(b) Each share of common stock of HELIX FLORIDA that is owned by HELIX FLORIDA shall automatically be canceled and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor.

(c) Each issued and outstanding share of HELIX FLORIDA Stock issued and outstanding immediately prior to the Effective Time shall automatically be canceled and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor.

6. **U.S. Federal Tax Treatment.** HELIX USA and HELIX FLORIDA intend that the Merger qualify as a parent-subsidary liquidation pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code") and agree to treat the Merger as such for all U.S. federal, state and local income tax and reporting purposes.

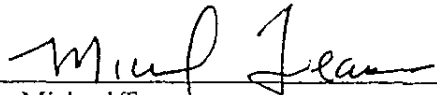
7. **Choice of Law/Consent to Jurisdiction.** All disputes, claims or controversies arising out of or relating to this Agreement, or the negotiation, validity or performance of this Agreement, or the transactions contemplated hereby shall be governed by and construed in accordance with the laws of the State of Delaware. Each of the parties hereby consents to personal jurisdiction, service of process and venue in the federal or state courts of the State of Delaware for any claim, suit or proceeding arising under this Agreement.

8. **Miscellaneous.** This Agreement (a) constitutes, together with the Exhibits attached hereto and the documents, instruments and certificates which are entered into in connection herewith, the entire agreement and supersedes all of the prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof, (b) shall be binding upon and inure to the benefits of the parties hereto and their respective successors and assigns and is not intended to confer upon any other person any rights or remedies hereunder and (c) may be executed in two or more counterparts which together shall constitute a single agreement.

Signatures on following page.

IN WITNESS WHEREOF, the parties hereto have executed, or have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized, all as of the date first above written.

HELIX HEARING CARE (USA), INC., a Delaware Corporation

By: 
Name: Michael Tease
Title: President

HELIX HEARING CARE (FLORIDA), INC., a Florida Corporation

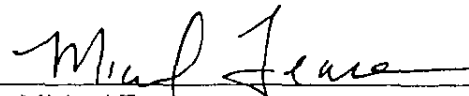
By: 
Name: Michael Tease
Title: President

EXHIBIT A

Certificate of Merger

Please see attached.

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is HELIX HEARING CARE (USA), INC., a Delaware corporation, document number 5208487, and the name of the corporation being merged into this surviving corporation is HELIX HEARING CARE (FLORIDA), INC., a Florida corporation document number P12000085600 (collectively, the "Constituent Corporations").

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is HELIX HEARING CARE (USA), INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 10,000 shares of common stock each having a par value of \$.01 per share.

SIXTH: The merger is to become effective upon filing with the Delaware Secretary of State.

SEVENTH: The Agreement and Plan of Merger is on file at 1101 Brickell Avenue, Suite N401, Miami, Florida 33131, the office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

Signature on the following page

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the _____ day of April, 2015.

Helix Hearing Care (USA), Inc., a Delaware Corporation

By: _____

Name: Michael Tease

Title: President

EXHIBIT B

Articles of Merger

Please see attached.