

Document Number Only

P13596

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002943229--2

-07/27/99--01069--007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Perfusion Associates of Pinellas, Inc. Merger  
merged into:

Perfusion Services of Baxter Healthcare Corporation

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign

- ☐ Amendment  
☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy

- ☐ Annual Report  
☐ Reservation  
☐ Photo Copies

- ☐ Other  
☐ Change of R.A.  
☐ Fictitious Name  
☐ CUS

- ☐ Call When Ready  
☒ Walk In  
☐ Mail Out

- ☐ Call if Problem  
☐ Will Wait

- ☐ After 4:30  
☒ Pick Up

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file 206

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PERFUSION ASSOCIATES OF PINELLAS, INC., a Florida corporation H98806

into

**PERFUSION SERVICES OF BAXTER HEALTHCARE CORPORATION, a**  
Pennsylvania corporation P13596

File date: July 27, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporations Act, pursuant to §607.1105 Fla. Stat.

**FIRST:** The name, jurisdiction and registered address of the Surviving corporation is: Perfusion Services of Baxter Healthcare Corporation, a Pennsylvania corporation, whose registered address in the Commonwealth of Pennsylvania is c/o Feldstein Grinberg Steingold & McKee, 428 Boulevard of the Allies, Pittsburgh, Pennsylvania 15219.

**SECOND:** The name and jurisdiction of the Merging corporation is: Perfusion Associates of Pinellas, Inc., a Florida corporation

**THIRD:** The Agreement and 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.

**FIFTH:** Adoption of Merger by Surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on 28<sup>th</sup> June, 1999.

**SIXTH:** Adoption of Merger by Merging corporation: The Plan of Merger was adopted by the board of directors of the merging corporation on 28<sup>th</sup> June, 1999, and shareholder approval was not required.

**SEVENTH:** Upon the Merger becoming effective, the Secretary of State of Florida is hereby appointed as agent for service of process in any proceeding against Perfusion Associates of Pinellas, Inc.

**EIGHTH: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
Perfusion Associates of Pinellas, Inc.		Jay P. Wertheim Vice President
Perfusion Services of Baxter Healthcare Corporation		Jay P. Wertheim Vice President and Secretary

FILED  
JUL 27 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** ("Agreement"), dated this 28<sup>th</sup> day of June, 1999, pursuant to §607.1104 of the Florida 1989 Business Corporations Act ("Fla. Act") and §1922 of the Pennsylvania Business Corporations Law ("PBCL"), between Perfusion Associates of Pinellas, Inc., a Florida corporation ("Pinellas"), and Perfusion Services of Baxter Healthcare Corporation, a Pennsylvania corporation ("Perfusion"), and the sole stockholder of Pinellas, hereby set forth the following:

**WHEREAS**, the constituent corporations desire to merge into a single corporation, as hereinafter specified;

**WHEREAS**, the respective Boards of Directors of Pinellas and Perfusion have each approved the merger (the "Merger") of Pinellas with and into Perfusion in accordance with §607.1104 Fla. Act and §1924 of the PBCL pursuant to the provisions of the Agreement;

**WHEREAS**, the sole stockholder of Perfusion, in accordance with §1924 of the PBCL has approved the Merger and in accordance with §607.1104(1)(a) Fla. Act, approval by the sole stockholder of Pinellas is not required;

**WHEREAS**, the registered office of Pinellas in the State of Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324 and the registered office of Perfusion in the Commonwealth of Pennsylvania is Feldstein Grinberg Stein & McKee, 428 Boulevard of the Allies, Pittsburgh, Pennsylvania 15219;

### **NOW THEREFORE,**

The corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** At the effective time, Pinellas shall be merged with and into Perfusion. Immediately following the Merger, the separate corporate existence of Pinellas shall cease and Perfusion as the surviving corporation, shall continue to exist under and be governed by the PBCL.

**SECOND:** The Certificate of Incorporation of Perfusion, as amended, as in effect immediately prior to the effective time, shall continue in full force and effect as the Certificate of Incorporation of Perfusion.

**THIRD:** Pinellas has 500 shares of common stock issued and outstanding. No other class of shares are authorized and issued. Perfusion is the sole stockholder of the common stock of Pinellas. Upon consummation of the Merger, all issued and outstanding shares of common stock of Pinellas shall be cancelled and retired and no consideration shall be paid for such shares. The capitalization of Perfusion shall remain unchanged.

**FOURTH:** The terms and conditions of the Merger are as follows:

- (a) The bylaws of Perfusion, as in effect immediately prior to the effective time shall be and remain the bylaws of Perfusion until the same shall be altered, amended or repealed as therein provided.
- (b) The directorships and offices of Perfusion, as in effect immediately prior to the effective time shall be unchanged by the Merger.
- (c) The Merger shall become effective at the time of filing Articles of Merger with the Secretary of State of the State of Florida and with the Secretary of State of the Commonwealth of Pennsylvania in accordance with the Fla. Act and PBCL or at such later time as specified in the Articles of Merger (the "Effective Time").
- (d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Pinellas shall be transferred to, vested in and devolve upon Perfusion without further act or deed, and all property, rights, and every other interest of Pinellas and Perfusion shall be as effectively the property of Perfusion as they were of Pinellas and Perfusion, respectively. Perfusion shall assume and be liable for all debts and obligations of Pinellas. The Merger shall have such other effects as are provided by the Fla. Act and the PBCL. The proper officers and directors of the constituent corporations are fully authorized to take any and all such action necessary to consummate the Merger.

**FIFTH:** Anything herein or elsewhere to the contrary, notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the Effective time.

IN WITNESS WHEREOF, the parties to the Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Agreement by the duly authorized officers of each constituent corporation on 23<sup>rd</sup> of June, 1999.

ATTEST:

Denise E. Botticelli  
Denise E. Botticelli,  
Secretary

PERFUSION ASSOCIATES OF  
PINELLAS, INC.

By: Jay P. Wertheim  
Jay P. Wertheim,  
Vice President

ATTEST:

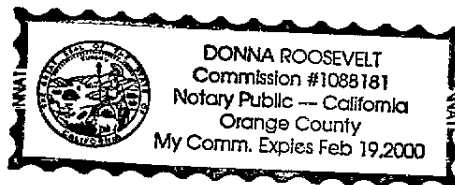
Denise E. Botticelli  
Denise E. Botticelli,  
General Counsel and  
Assistant Secretary

PERFUSION SERVICES OF BAXTER  
HEALTHCARE CORPORATION

By: Jay P. Wertheim  
Jay P. Wertheim,  
Vice President and Secretary

STATE OF CALIFORNIA

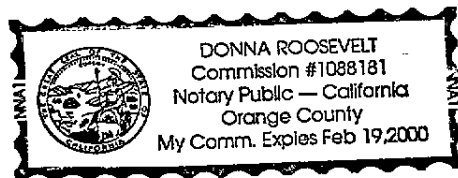
I certify that Jay P. Wertheim personally appeared before me, a notary public, as Vice President of both Perfusion Associates of Pinellas, Inc., a Florida corporation, and Perfusion Services of Baxter Healthcare Corporation, a Pennsylvania corporation, is known to me to be the person who executed the foregoing Agreement and Plan of Merger and acknowledged before me that the facts therein are true and that he executed the same freely and voluntarily as the act and deed of such corporations.



Donna Roosevelt  
Notary Public

STATE OF CALIFORNIA

I certify that Denise E. Botticelli personally appeared before me, a notary public, as Secretary of Perfusion Associates of Pinellas, Inc., a Florida corporation, and as General Counsel and Assistant Secretary of Perfusion Services of Baxter Healthcare Corporation, a Pennsylvania corporation, is known to me to be the person who executed the foregoing Agreement and Plan of Merger and acknowledged before me that the facts therein are true and that she executed the same freely and voluntarily as the act and deed of such corporations.



Donna Roosevelt  
Notary Public