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DIVISION OF CORPORATIONS  
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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Quality Biomedical, Inc.

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Yasmina Shaush

\_\_\_\_\_  
Contact Person

Berg Hill Greenleaf Ruscitti LLP

\_\_\_\_\_  
Firm/Company

1712 Pearl Street

\_\_\_\_\_  
Address

Boulder, CO 80302

\_\_\_\_\_  
City/State and Zip Code

ys@bhgrlaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Yasmina Shaush

\_\_\_\_\_  
Name of Contact Person

At ( 303 ) 402-1600

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quality Biomedical, Inc.	Delaware	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Meridian Biomedical, Inc.	Florida	P15000060156

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TALLAHASSEE, FLORIDA

**Third:** The 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.

**OR** 08 /30 /2019 Effective Time: 12:01 AM EST.  
(Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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.

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 28, 2019 and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 26, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

[illegible]

# **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Quality Biomedical, Inc.

Delaware

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Quality Biomedical, Inc.

Delaware

Meridian Biomedical, Inc.

Florida

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**Third:** The terms and conditions of the merger are as follows:

See attached Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Plan of Merger

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
N/A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:  
See attached Plan of Merger.

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this “**Agreement and Plan of Merger**”), dated August 28, 2019, is between Meridian Biomedical, Inc., a Florida corporation (“**Merging Company**”), and Quality Biomedical, Inc., a Delaware corporation (“**Surviving Company**”). Surviving Company and Merging Company are sometimes collectively referred to herein as the “**Constituent Entities**.”

### RECITALS

A. The board of directors and the shareholders of Merging Company, and the board of directors of Surviving Company (there being no shares of stock of Surviving Company issued and outstanding), have determined that it is in the best interest of Merging Company and its shareholders to re-domesticate to Delaware through a merger of Merging Company with and into Surviving Company (the “**Merger**”), with Surviving Company surviving the Merger as the surviving or resulting entity, in accordance with and pursuant to this Agreement and Plan of Merger, Section 607.1101 et. seq. of the Florida Business Corporation Act (the “**Florida Act**”) and Section 252 of the Delaware General Corporation Law (the “**Delaware Act**”).

B. This Agreement and Plan of Merger has been approved by Merging Company in accordance with Section 607.1101 of the Florida Act and by Surviving Company in accordance with Section 252 of the Delaware Act and adopted by the Constituent Entities as their “Plan of Merger” within the meanings of Section 607.1101 of the Florida Act and Section 252 of the of the Delaware Act.

### AGREEMENT

1. Incorporation. The recitals set forth above are incorporated herein by reference.
2. The Merger. At the Effective Time (as defined below), Merging Company shall merge with and into Surviving Company and the separate existence of Merging Company shall cease, and the Surviving Company shall survive the Merger and continue its existence as a corporation organized under the laws of the State of Delaware under the name “Quality Biomedical, Inc.”
3. Filings; Effective Time. In accordance with the Florida Act and the Delaware Act, Surviving Company shall cause articles of merger complying with the requirements of Section 607.1105 of the Florida Act to be filed with the Florida Division of Corporations and a certificate of merger complying with the requirements of Section 252 of the Delaware Act to be filed with the Delaware Secretary of State. The Merger shall be effective at 12:01 AM EST on August 30, 2019 (the “**Effective Time**”).
4. Effects of Merger. At the Effective Time, the separate existence of Merging Company shall cease and Merging Company shall merge with and into Surviving Company. The Effects of the Merger shall be as set forth in Section 607.1106 of the Florida Act and Section 259 of the Delaware Act, such that all property, rights, obligations, and liabilities of the Constituent

Entities shall be vested in and become property, rights, obligations, and liabilities of the Surviving Company, without transfer, reversion or impairment.

5. Certificate of Incorporation. The certificate of incorporation of Surviving Company in effect immediately prior to the Effective Time shall continue in full force and effect and without change as the certificate of incorporation of the surviving entity until duly amended in accordance with the provisions thereof and the Delaware Act.

6. Bylaws. The bylaws of Surviving Company in effect immediately prior to the Effective Time shall continue in full force and effect and without change as the bylaws of the surviving entity (the “**Bylaws**”) until duly amended in accordance with the provisions thereof and the Delaware Act.

7. Board of Directors. The directors of Surviving Company immediately prior to the Effective Time shall be the directors of the surviving entity immediately after the Effective Time and they shall serve in such capacity until their resignation or removal in accordance with the Bylaws and the Delaware Act.

8. Effects on Shareholders and Option Holders. At the Effective Time, each share of common stock of Merging Company issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be converted into one fully paid and non-assessable share of common stock, par value \$0.0001 per share, of Surviving Company, and each option or other right to purchase a share of common stock of Merging Company issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger, be converted into an option or right to purchase one share of common stock, par value \$0.0001 per share, of Surviving Company on the same terms and conditions as in effect immediately prior to the Effective Time.

9. Further Assurances. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement and Plan of Merger and to vest in the surviving entity full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the directors and officers of the surviving entity are fully authorized in the name of Merging Company, Surviving Company, or otherwise, to take any and all such lawful and necessary action, so long as such action is not inconsistent with this Agreement and Plan of Merger.

**[Signature Page Follows]**



This Agreement and Plan of Merger is executed by each of the undersigned Constituent Entities by the duly authorized persons named below.

**Meridian Biomedical, Inc.,**  
a Florida Corporation

By: 

Name: PK Bala

Title: President and CEO

**Quality Biomedical, Inc.,**  
a Delaware Corporation

By: 

Name: PK Bala

Title: President and CEO