

P17037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF REVENUE
14 MAR 31 PM 11:47

APR 01 2015
T. HENNING
Me

March 7, 2014

VIA OVERNIGHT MAIL

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

Re: Articles of Merger- Rx Stat and Lincare Inc.

Dear Sir or Madam:

Enclosed, please find the Articles of Merger pertaining to the merger of Rx Stat Inc. into Lincare Inc. Also enclosed is a check for the filing fee related to this merger.

Please contact me at the address and number listed above if further information is required. Thank you for your prompt attention to this request.

Very truly yours,


K. Michelle Vassallo

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lincore 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:

Jeanne Reese
Contact Person

Lincore Inc
Firm/Company

19387 U.S. 19 North
Address

Clearwater FL 33764
City/State and Zip Code

jreese@lincore.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeanne Reese At (727) 330 7700
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2014

JEANNE REESE
19387 US 19 N
CLEARWATER, FL 33764

SUBJECT: LINCARE INC.
Ref. Number: P17037

We have received your document for LINCARE INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 414A00005638

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)
<u>Lincore Inc.</u>	<u>Delaware</u>	<u>P17037</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Rx Stat, Inc.</u>	<u>Florida</u>	<u>P96 0000 76 264</u>

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 / / (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.)

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 March 7, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 March 7, 2014.

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)

FILED
SECRETARY OF STATE
14 MAR 31 PM 11:47

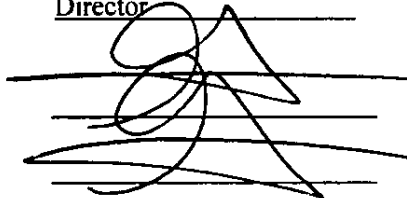
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Re Stat, Inc



Greg McCarthy, VP

Lynece Inc

Greg McCarthy, VP

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 7th day of March, 2014, pursuant to Chapter 607, Florida Statutes and pursuant to Section 264(c) of the Delaware General Corporation Law, between Lincare Inc., a Delaware corporation ("Lincare"), and Rx Stat, Inc., a Florida corporation ("Rx Stat").

WITNESSETH that:

WHEREAS, Lincare is authorized to transact business in the State of Delaware, among other states, and Rx Stat is authorized to transact business in the State of Florida, among other states; and

WHEREAS, Lincare is the sole shareholder of Rx Stat;

WHEREAS, Rx Stat desires to merge into Lincare;

NOW THEREFORE, the entities that are parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Lincare hereby merges into itself Rx Stat; and said Rx Stat shall be and hereby is merged into Lincare, which shall be the surviving entity, existing under the laws of the State of Delaware and having its principal office located at 19387 US 19 North, Clearwater, Florida 33764.

SECOND: The Articles of Incorporation of Lincare, as may be amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the company surviving this merger.

THIRD: The Articles of Incorporation of Lincare, as amended, is set forth in its entirety and attached hereto as Exhibit "A", and all the terms and provisions thereof are hereby

incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law said Exhibit "A", separate and apart from this Agreement shall be, and may be separately certified as, the Articles of Incorporation of the surviving company.

FOURTH: The manner of converting the outstanding equity of the constituent entities shall be as follows:

(a) Each share of stock of Lincare, the surviving company, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of stock of Rx Stat, which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be cancelled, and no stock of the surviving company will be issued in respect thereof.

FIFTH: The terms and conditions of the merger are as follows:

(a) The By-laws of Lincare, the surviving company, as it shall exist on the effective date of this merger shall be and remain the By-laws of the surviving company until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving company shall continue in office until the next annual meeting of directors and until their successors shall have been elected and duly qualified.

(c) This merger shall become effective on March 7, 2014.

(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 the merged entity shall be transferred to, vested in, and devolve upon, the surviving company without further act or deed, and all property, rights, and every other interest

of the surviving company and the merged entity shall be as effectively the property of the surviving company as they were of the surviving company and the merged entity respectively. The merged entity hereby agrees from time to time, as and when requested by the surviving company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving company may deem necessary or desirable in order to vest in and confirm to the surviving company title to and possession of any property of the merged entity acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and proper officers and directors of the merged entity and the proper officers and directors of the surviving company are fully authorized in the name of the merged entity or otherwise to take any and all such actions.

SIXTH: Lincare hereby consents to be sued and served with process, notices, and demand in the State of Florida and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any action or proceeding in Florida to enforce against Lincare any obligation of Rx Stat.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended, terminated or abandoned by the Directors or Officers of Lincare at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Florida.

EIGHTH: Lincare is authorized to do business in the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given have caused these presents to be executed by the appropriate and authorized individual.

Rx Stat, Inc.,
a Florida corporation

By: _____

Name: Greg McCarthy
Its: VP

ATTEST:

By: _____

Name: PAUL TRIPP
Its: GENERAL COUNSEL

Lincare Inc.,
a Delaware corporation

By: _____

Name: Greg McCarthy
Its: VP

ATTEST:

By: _____

Name: PAUL TRIPP
Its: GENERAL COUNSEL