

P18006040092

(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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MILWAUKEE COUNTY

MAY 18 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ProHealth Select, Inc.

Signature _____

Requested by: Seth

05/14/20

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
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_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
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_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ProHealth Select, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Christina Cheli

Contact Person

Carpenter & Berger PL

Firm/Company

111 SE 12 Street

Address

Fort Lauderdale, FL 33316

City/State and Zip Code

ccheli@carpenterberger.com

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

For further information concerning this matter, please call:

Christina Cheli

Name of Contact Person

At (**954**) **772-0121**

Area Code & Daytime Telephone Number

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ProHealth Select, Inc.</u>	<u>FL</u>	<u>Corp</u>	<u>P18000040092</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ProHealth Holding, Inc.</u>	<u>FL</u>	<u>Corp</u>	<u>P18000040082</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

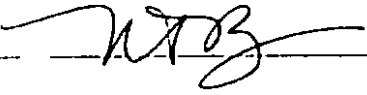
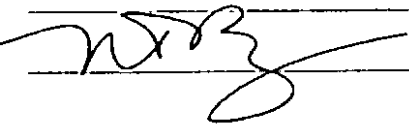
- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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TALLAHASSEE, FLORIDA

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SIXTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ProHealth Holding, Inc.		Nancy Bourg
ProHealth Select, Inc.		Nancy Bourg

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

Agreement and Plan of Merger between ProHealth Select, Inc., a Florida corporation, (the "Surviving Corp.") and ProHealth Holding, Inc, a Florida corporation (the "Disappearing Corp." (collectively the "Constituent Corporations"). This Merger is being affected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Governing Documents.

(a) Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

(b) By-laws. The by-laws of the Surviving Corp. as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

2. Officers and Directors. The directors and officers of Surviving Corp. shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

3. Distribution to Shareholders of Common Stock of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s common stock that is issued and outstanding on the Effective Date shall continue as outstanding common shares of Surviving Corp.'s stock.

4. Distribution to Shareholders of Preferred Stock of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s preferred stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of preferred stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s preferred stock that is issued and outstanding on the Effective Date shall continue as outstanding preferred shares of Surviving Corp.'s stock.

5. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

6. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corp. shall be transferred to, vested in and devolve upon the Surviving Corp. without further act or deed and all property, rights, and every other interest of the Surviving Corp. and the Disappearing Corp. shall be as effectively the property

of Surviving Corp.as they were of Surviving Corp. and Disappearing Corp. respectively. For the avoidance of doubt, Disappearing Corp.'s ownership of one hundred percent (100%) of the outstanding shares of PA Surgical Corp., a Florida corporation, shall, upon the Effective Date, be owned in their entirety by the Surviving Corp., with no need for any further action.

The Disappearing Corp. hereby agrees from time to time, as and when requested by the Surviving Corp. 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 Corp. may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corp. title to and possession of any property of the Disappearing Corp. 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 the proper officers and directors of the Disappearing Corp. and the proper officers and directors of the Surviving Corp. are fully authorized in the name of the Disappearing Corp. or otherwise to take any and all such action.

7. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Date").


9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Shareholders have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations on this 14th day of May 2020.

Surviving Corp.
ProHealth Select, Inc.

By: 

Nancy Bourg
President

Disappearing Corp.
ProHealth Holding, Inc.

By: 

Nancy Bourg
President

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ATTEST
SECRETARY