

P19000091247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

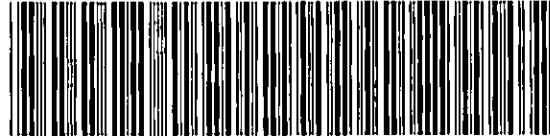
(Business Entity Name)

(Document Number)

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2020 JUN 29 PM 1:01

07/01/20--01003--002 \*\*35.00

2020 JUN 29 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Y. SULKER  
JUL 01 2020

X



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 30, 2020

FLORIDA CAPITAL COURIER SERVICES, INC.

SUBJECT: AIREHEALTH, INC.  
Ref. Number: P19000091247

We have received your document for AIREHEALTH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

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.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 220A00012830

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

(OFFICE USE ONLY)

Corporation Name & Document Number, (if known):

1. AireHealth, Inc. P19000091247  
Corporation Name Document #

☒ Walk in ☐ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy ☒ Certified Copy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other -

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☒ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name  
☐ APOSTIL

            
COUNTRY

**REGISTRATION/QUALIFICATIONS**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

EXAMINER'S INITIALS:                     

\$25.00 FOR LLC  
\$35.00 FOR CORPORATION  
\$30.00 for Certified Copy  
attached is \$90.00

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AireHealth, Inc. (Doc No. P19000091247)

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

**Jennifer A. Englert**

Contact Person

**The Orlando Law Group, PL**

Firm/Company

**12301 Lake Underhill Rd, Ste 213**

Address

**Orlando, FL 32828**

City/State and Zip Code

**jenglert@theorlandolawgroup**

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

For further information concerning this matter, please call:

**Jennifer A. Englert**

Name of Contact Person

At ( **407** ) **512-4394**

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

OF

**BREATHRESEARCH, INC.,**

**a California corporation**

**WITH AND INTO**

**AIREHEALTH, INC.,**

**a Florida corporation**

2020 JUN 29 AM 8:52  
STC  
TAMPA, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, BreathResearch, Inc., a California corporation (the "Merging Entity"), and AireHealth, Inc., a Florida corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Entity with and into the Surviving entity:

**FIRST:** The name and jurisdiction of the Surviving Entity is as follows:

AireHealth, Inc., a Florida corporation.

**SECOND:** The name and jurisdiction of the Merging Entity is as follows:

BreathResearch, Inc., a California corporation.

**THIRD:** At the Effective Time (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving corporation of such merger (the "Merger").

**FOURTH:** The Merger shall become effective upon the date and time of the filing of Articles of Merger with the Florida Department of State (the "Effective Time").

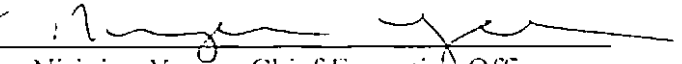
**FIFTH:** The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Time (as defined herein), shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law.

**SIXTH:** The Merger and the Agreement and Plan of Merger were approved, adopted, certified, executed and acknowledged by the Surviving Entity by the Board of Directors of the Surviving Entity in accordance with the applicable provisions of Chapter 607, Florida Statutes. The Agreement and Plan of Merger did not require the approval by the shareholders of the Surviving Corporation.


**SEVENTH:** The Merger and the Agreement and Plan of Merger were approved, adopted, certified, executed and acknowledged by the Merging Entity by the shareholders and the Board of Directors of the Merging Entity in accordance with the organic laws of the state under which the Merging Entity is incorporated.

**IN WITNESS WHEREOF**, the Merging Entity and the Surviving Entity have caused these Articles of Merger to be signed by their respective duly authorized representatives as of the 20 day of June, 2020.

**BREATHRESEARCH, INC.**, a California corporation

By:   
Nirinjan Yee, as Chief Executive Officer

**AIREHEALTH, INC.**,  
a Florida corporation

By:   
Stacie Ruth, as President

**AIREHEALTH, INC.**  
**CERTIFICATE OF APPROVAL**  
**OF**  
**AGREEMENT OF MERGER**

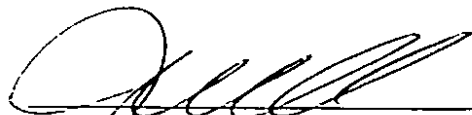
Stacie Ruth and Jennifer A. Englert certify that:

1. They are the president and the secretary, respectively, of AirHealth, Inc., a Florida corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors.
3. No vote of the shareholders of the corporation was required. The principal terms of the Agreement of Merger were entitled to be and were approved by the board of directors alone under the provisions of Section 1201 of the California General Corporation Law.
4. The corporation is authorized to effect this merger under the terms of Section 607.1101 of the Florida Business Corporation Act.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 6/26/2020

  
Stacie Ruth, President

  
Jennifer A. Englert, Secretary