

P 23918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



(Business Entity Name)

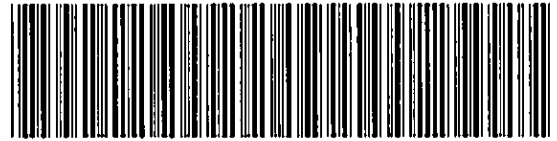
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Account#: I20000000088

Date: 12/23/2019

Name: Merritt Walker

Reference #: 1168509

Entity Name: VIRTUAL IMAGING, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$78.75

Signature: MW

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Canon Medical Systems USA, 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:

David Wells, Esq.

Contact Person

Greenberg Traurig, P.A.

Firm/Company

333 S.E. 2nd Avenue

Address

Miami, FL 33131

City/State and Zip Code

nrad@us.medical.canon

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

For further information concerning this matter, please call:

David Wells, Esq.

Name of Contact Person

At (305) 579-0713

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

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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)
Canon Medical Systems USA, Inc.	California Corporation	C1507165 <u>P23918</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Virtual Imaging, Inc.	Florida Corporation	P95000045011
Canon Medical Systems USA, Inc.	California Corporation	C1507165 <u>P23918</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 01 / 01 / 2020 (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 December 20, 2019.

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 December 19, 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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Canon Medical Systems USA, Inc.

Natural
Time: 4.5

Nader Rad, Vice President and General Counsel

Virtual Imaging, Inc.

Tsuneko Imai, President

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

Canon Medical Systems USA, Inc.

California

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Virtual Imaging, Inc.

Florida

Canon Medical Systems USA, Inc.

California

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

Virtual Imaging, Inc. (the "Merging Corporation") shall be merged with and into Canon Medical Systems USA, Inc. (the "Surviving Corporation"). The merger shall be effective at the later of (a) when all documents required to be filed in California to effect the merger have become effective; and (b) when the articles of merger take effect. At the effective time, the Merging Corporation will cease to exist, and all real property and other property, including any interest therein and all title thereto, owned by, and every contract right possessed by, the merging corporation shall become the property and contract rights of and become vested in the Surviving Corporation, without transfer, reversion, or impairment. All rights, privileges, immunities, and franchises of the Merging Corporation shall become the rights, privileges, immunities, and franchises of the Surviving Corporation. All debts, obligations, and other liabilities of the Merging Corporation shall become debts, obligations, and liabilities of the Surviving Corporation. Any claim existing or action or proceeding pending by or against the the Merging Corporation may be continued as if the merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors the Merging Corporation shall be preserved unimpaired.

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:

Upon the effective time of the merger, by virtue of the merger and without any action on the part of the Surviving Corporation or the Merging Corporation (i) each share of common stock of the Merging Corporation outstanding at the effective time shall be canceled and no consideration shall be delivered in exchange therefor, and (ii) each share of Surviving Corporation common stock outstanding at the effective time shall remain outstanding.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

This merger does not require amendment of the articles of incorporation of the Surviving Corporation.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The plan of merger has been adopted in accordance with the organic law of the Surviving Corporation and of the Merging Corporation.