

# P94000043870

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

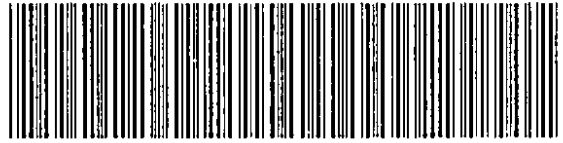
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2020

COGENCYGLOBAL  
RTI SURGICAL, INC.

SUBJECT: RTI SURGICAL, INC.

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE CORRECT THE TITLE TO READ ARTICLES OF MERGER IN LIEU OF CERTIFICATE OF MERGER.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 620A00013700



**COGENCYGLOBAL**

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
**866.625.0838**  
COGENCYGLOBAL.COM

Date: July 22, 2020

Account#: I200000000088

Name: KEN HOWELL

Reference #: 1245038

Entity Name: RTI SURGICAL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

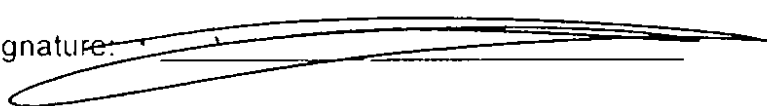
☐ Fictitious Name

☒ Other \*\* PLEASE RETAIN ORIGINAL FILE DATE OF 7/20/2020 \*\*

ISSUES? CALL  
KEN:  
518-213-0738

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Authorized Amount: **ALREADY DEDUCTED**

Signature: 



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115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Account#: 120000000088

Date: July 20, 2020

Name: KEN HOWELL

Reference #: 1245038

Entity Name: RTI SURGICAL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

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KEN:  
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• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40 ST 10 FL  
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800.271.0107  
+1.212.947.7200

• EUROPEAN HQ  
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6 BEVIS MARKS, 10 FL  
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• ASIA PACIFIC HQ  
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A HONG KONG LIMITED COMPANY  
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HONG KONG  
+852.3975.1803

ARTICLES OF MERGER  
FOR THE MERGER OF  
TUTOGEN MEDICAL (UNITED STATES), INC.  
WITH AND INTO  
RTI SURGICAL, INC.

\*\*\*\*\*

July 20, 2020

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law (the "DGCL") and Section 1105 of Chapter 607 of the Florida Business Corporation Act ("FBCA"), the undersigned corporation executed the following Articles of Merger:

**DOES HEREBY CERTIFY:**

**FIRST:** The name and state of formation each of the corporations which are to merge are as follows:

<u>Name</u>	<u>State of Formation</u>
Tutogen Medical (United States), Inc.	Florida P94000043870
RTI Surgical, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of July 20, 2020 (as amended from time to time, the "Merger Agreement"), by and between RTI Surgical, Inc. ("RTI") and Tutogen Medical (United States), Inc. ("Tutogen"), setting forth the terms and conditions of the merger of Tutogen with and into RTI (the "Merger"), has been approved, adopted, executed, acknowledged and certified by each of the RTI and Tutogen in accordance with Section 141(f), Section 228 and Section 252 of the DGCL and Section 617.0701, Section 617.0821 and Section 607.1103 of the FBCA.

**THIRD:** The Merger Agreement was approved by the shareholders and each separate voting group, as required, of each of RTI and Tutogen.

**THIRD:** The surviving corporation of the Merger (the "Surviving Corporation") shall be RTI.

**FOURTH:** The certificate of incorporation of RTI, as in effect immediately prior to the filing of these Articles of Merger, shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** These Articles of Merger and the Merger shall each become effective upon the filing of a corresponding Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL.

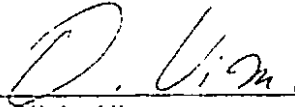
**SIXTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation at 11621 Research Circle, Alachua, FL 32615.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either of the constituent corporations.

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IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the date first written above.

**RTI SURGICAL, INC.**

By:   
Name: Olivier Visa  
Title: President

**TUTOGEN MEDICAL (UNITED STATES), INC.**

By:   
Name: Olivier Visa  
Title: President