

1/9/2019

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MERGER OR SHARE EXCHANGE

CPO 2, Inc.

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**ARTICLES OF MERGER
OF
LAMBDA MEDICAL EQUIPMENT, INC.
(a Florida corporation)
AND
CPO 2, INC.
(a Pennsylvania corporation)**

SECRETARY OF STATE
TALLAHASSEE, FL

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105, Florida Statutes.

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging Lambda Medical Equipment, Inc. with and into CPO 2, Inc. as approved by resolution adopted by written consent of the sole shareholder and unanimous written consent of the board of directors of Lambda Medical Equipment, Inc. on December 17, 2018 and by written consent of the sole shareholder and unanimous written consent of the board of directors of CPO 2, Inc. on December 17, 2018.

2. Surviving corporation: CPO 2, Inc., a Pennsylvania corporation, Pennsylvania entity number is 773989. Merging corporation: Lambda Medical Equipment, Inc., a Florida corporation, Florida document number is P96000008898.

3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was adopted by the sole shareholder and board of directors of the surviving corporation on December 17, 2018.

5. The Plan of Merger was adopted by the sole shareholder and board of directors of the merging corporation on December 17, 2018.

Executed on December 17, 2018.

LAMBDA MEDICAL EQUIPMENT, INC.

By: 

Steven B. Burres
Secretary

CPO 2, INC.

By: 

Steven B. Burres
Secretary

PLAN OF MERGER adopted by Lambda Medical Equipment, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and Board of Directors on December 17, 2018, and adopted by CPO 2, Inc., a business corporation organized under the laws of the State of Pennsylvania, by resolution of its sole shareholder and Board of Directors on December 17, 2018. The names of the corporations planning to merge are Lambda Medical Equipment, Inc. and CPO 2, Inc. The name of the surviving corporation into which Lambda Medical Equipment, Inc. plans to merge is CPO 2, Inc.

1. Lambda Medical Equipment, Inc. and CPO 2, Inc. shall, pursuant to the provisions of the Pennsylvania Business Corporation Law and Florida Business Corporation Act, be merged with and into a single corporation, to wit, CPO 2, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Pennsylvania Business Corporation Law. The separate existence of Lambda Medical Equipment, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of Florida Business Corporation Act.

2. The present articles of incorporation of the surviving corporation upon the effective time and date of the merger shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled, and all rights of the holder thereof in respect to each share of the non-surviving corporation shall be extinguished, as set forth herein. Each issued and outstanding share of the surviving corporation prior to the effective time and date of the merger shall, by virtue of the merger, remain issued and outstanding.

6. The Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.