

P 96000047351

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2016 JUN 27 AM 10:13

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BERKELEY MEDICAL EQUIPMENT, 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:

VERONICA MADDOX

Contact Person

ROTECH HEALTHCARE INC.

Firm/Company

3600 VINELAND ROAD, SUITE 114

Address

ORLANDO, FL 32811

City/State and Zip Code

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

For further information concerning this matter, please call:

VERONICA MADDOX

Name of Contact Person

At (407) 822-4614

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

**ARTICLES OF MERGER
OF
WICHITA MEDICAL CARE, INC.
(a Kansas corporation)
AND
BERKELEY MEDICAL EQUIPMENT, INC.
(a Florida corporation)**

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2016 JUN 27 AM 10:14

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 Wichita Medical Care, Inc. with and into Berkeley Medical Equipment, Inc. as approved by resolution adopted at a meeting by the sole stockholder and Board of Directors of Wichita Medical Care, Inc. on May 31, 2016 and by resolution adopted at a meeting by the sole shareholder and Board of Directors of Berkeley Medical Equipment, Inc. on May 31, 2016.

2. Surviving corporation: Berkeley Medical Equipment, Inc., a Florida corporation, document number is P96000047351. Merging corporation: Wichita Medical Care, Inc., a Kansas corporation, business entity id number is 2169217.

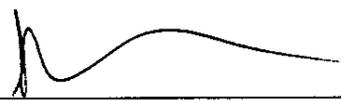
3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was adopted by the sole shareholder and Board of Directors of the surviving corporation on May 31, 2016.

5. The Plan of Merger was adopted by the sole stockholder and Board of Directors of the merging corporation on May 31, 2016.

Executed on June 20, 2016.

WICHITA MEDICAL CARE, INC.

By: 

Steven B. Burres
Secretary

BERKELEY MEDICAL EQUIPMENT, INC.

By: 

Steven B. Burres
Secretary

PLAN OF MERGER adopted by Wichita Medical Care, Inc., a business corporation organized under the laws of the State of Kansas, by resolution of its sole stockholder and Board of Directors on May 31, 2016, and adopted by Berkeley 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 May 31, 2016. The names of the corporations planning to merge are Wichita Medical Care, Inc. and Berkeley Medical Equipment, Inc. The name of the surviving corporation into which Wichita Medical Care, Inc. plans to merge is Berkeley Medical Equipment, Inc.

1. Wichita Medical Care, Inc. and Berkeley Medical Equipment, Inc. shall, pursuant to the provisions of the Kansas General Corporation Code and the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Berkeley Medical Equipment, 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 Florida Business Corporation Act. The separate existence of Wichita Medical Care, 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 the Kansas General Corporation Code.

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 Florida Business Corporation Act.

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 Florida Business Corporation Act.

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.

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