

P99000050249

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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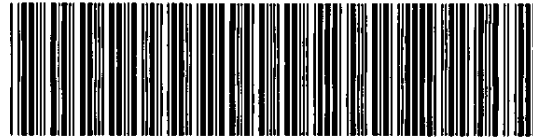
(Business Entity Name)

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RECEIVED
DIVISION OF CORPORATIONS
15 OCT 28 AM 9:50

RECEIVED
DEPARTMENT OF STATE
15 OCT 29 PM 2:46

OCT 29 2015

C LEWIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 849021 4812402

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 70.00

ORDER DATE : October 27, 2015

ORDER TIME : 1:17 PM

ORDER NO. : 849021-005

CUSTOMER NO: 4812402

ARTICLES OF MERGER

WMK ACQUISITION, INC.

INTO

HASCO MEDICAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HASCO Medical, 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:

Contact Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person At (_____) _____
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
(Profit Corporations)

FILED
STATE DEPT. OF STATE
DIVISION OF CORPORATIONS

15 OCT 28 AM 9:50

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)
HASCO Medical, Inc.	Florida	P99000050249

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WMK Acquisition, Inc.	Florida	P15000063807

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 / / (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 August 14, 2015.

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 August 12, 2015.

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

HASCO Medical, Inc.

[Handwritten signature]

Hal Compton, Jr., President and CEO

WMR Acquisition, Inc.

William M. Koebnitz, President

15 OCT 28 AM 9:50

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

HASCO Medical, Inc.

Hal Compton, Jr., President and CEO

WMK Acquisition, Inc.

William M. Koebnitz, President

15 OCT 28 AM 9:50

PLAN OF MERGER
(Non Subsidiaries)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 OCT 28 AM 9:50

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

HASCO Medical, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

WMK Acquisition, Inc.

Florida

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

Upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"), WMK Acquisition, Inc. (hereinafter sometimes referred to as "Merger Sub") shall be merged (the "Merger") with and into HASCO Medical, Inc. pursuant to and in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA"). HASCO Medical, Inc. shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). At the Effective Time, the separate corporate existence of Merger Sub shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets and liabilities of Merger Sub and shall continue as the Surviving Corporation under the laws of the State of Florida and with the name "HASCO Medical, Inc."

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: See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

See Attached Restated Articles of Incorporation

OR

Restated articles are attached:

See Attached Restated Articles of Incorporation

Other provisions relating to the merger are as follows:

See Attached

DIVISION OF CORPORATE AFFAIRS
15 OCT 28 AM 9:50

ATTACHMENT TO PLAN OF MERGER

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 Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Surviving Corporation Shares.

(i) All of the common and preferred shares ("Shares") issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive an aggregate amount equal to Twenty Three Million Five Hundred Thousand Dollars (\$23,500,000) (the "Purchase Price"), subject to adjustment as provided in the Agreement and Plan of Merger dated August 14, 2015, among WMK, Inc. (nka, by statutory conversion, WMK, LLC), WMK Acquisition, Inc. and HASCO Medical, Inc. (the "Merger Agreement"), such Purchase Price (and any and all adjustments thereto) to be allocated among each issued and outstanding Share properly exchanged in accordance with the terms and conditions set forth in the Merger Agreement;

(ii) All Shares exchanged pursuant to clause (i) above and all Shares that are held as treasury shares shall be cancelled and extinguished without any conversion or payment therefor.

(b) WMK Shares. Each common share of WMK Acquisition, Inc. outstanding immediately prior to the Effective Time shall be converted into and become one (1) common share of the Surviving Corporation with the same rights, powers and privileges as the shares so converted.

Fifth: Articles of Incorporation. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety as set forth on Exhibit A, subject to further amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Sixth: Bylaws. At the Effective Time, and without any further action on the part of the Surviving Corporation or Merger Sub, the Bylaws of Merger Sub shall become the Bylaws of the Surviving Corporation.

Seventh: Directors and Officers. At the Effective Time, and without any further action on the part of the Surviving Corporation or Merger Sub, the directors and officers of Merger Sub, immediately prior to the Effective Time shall become the directors and officers, respectively, of the Surviving Corporation

Eighth: Effect of Merger. At the Effective Time, the Merger shall have the effects as set forth in the Merger Agreement and in the applicable provisions of the FBCA.

FILED
DIVISION OF REVENUE
15 OCT 28 AM 9:51

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
HASCO MEDICAL, INC.

ARTICLE I NAME

The name of the corporation (hereinafter called the "Corporation") shall be HASCO Medical, Inc.

ARTICLE II PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 4199 Kinross Lakes Pkwy., Suite 300, Richfield, Ohio 44286.

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which the Corporation may be permitted and organized under the laws of the State of Florida.

ARTICLE IV SHARES

The total number of shares of stock of all classes which the Corporation shall have the authority to issue is 100 common shares, \$0.001 par value.

ARTICLE V REGISTERED AGENT

The name and the street address of the registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned does hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned does hereby further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: [Signature]
Signature of Registered Agent

10.28.15
Date

If signing on behalf of an entity:

Tracy Williams
Asst. Vice President
Typed or Printed Name