

SC1697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800280420698

RECEIVED

15 DEC 28 PM 2:10
NOT RECORDED
19 ACKNOWLEDGCE
SUFFICIENCY OF FILING

FILED

2015 DEC 28 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 23 2014

C. CARROTHERS

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

ACCOUNT NO. : I20000000195
REFERENCE : 933060 5017647
AUTHORIZATION : *Spuddelean*
COST LIMIT : \$ 105.00

ORDER DATE : December 28, 2015
ORDER TIME : 12:41 PM
ORDER NO. : 933060-130
CUSTOMER NO: 5017647

ARTICLES OF MERGER

SINUSPHARMACY, INC.

INTO

PRIORITY HEALTHCARE PHARMACY,
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: Priority Healthcare Pharmacy, 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:

Taavi Annus

Contact Person

Bryan Cave LLP

Firm/Company

211 N. Broadway, Suite 3600

Address

Saint Louis, MO 63102-2750

City/State and Zip Code

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

For further information concerning this matter, please call:

Taavi Annus

Name of Contact Person

At (314)

259-2037

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)

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)
Priority Healthcare Pharmacy, Inc.	Florida	S81697

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SinusPharmacy, Inc.	Florida	P03000110735
Specialty Infusion Pharmacy, Inc.	Florida	P03000110747

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 12 31 2015 (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.)
at 11:58 P.M. EST

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/28/2015 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/28/2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2015 DEC 28 PM 12:15

FILED

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Priority Healthcare Pharmacy, Inc.

Joseph Satorius, Assistant Secretary

SinusPharmacy, Inc.

Joseph Satorius, Assistant Secretary

Specialty Infusion Pharmacy, Inc.

Joseph Satorius, Assistant Secretary

Exhibit A
Plan of Merger
See Attached.

This **PLAN OF MERGER**, dated as of December 28, 2015 (this "**Plan**"), is adopted by the Board of Directors of Priority Healthcare Pharmacy, Inc., a Florida corporation ("**Priority Healthcare**") in connection with the merger of SinusPharmacy, Inc., a Florida corporation and a wholly-owned subsidiary of Priority Healthcare ("**SinusPharmacy**"), into Priority Healthcare, and the merger of Specialty Infusion Pharmacy, Inc., a Florida corporation and a wholly-owned subsidiary of Priority Healthcare ("**SIP**"), into Priority Healthcare.

RECITALS

- A. The Florida Business Corporation Act (the "**Florida Act**") permits the merger of a Florida corporation with and into a Florida corporation.
- B. SinusPharmacy and SIP are both wholly-owned subsidiaries of Priority Healthcare.
- C. The board of directors of Priority Healthcare, in accordance with the Florida Act, has approved the merger of SinusPharmacy and SIP with and into Priority Healthcare, with Priority Healthcare being the surviving entity in such merger (the "**Merger**").

NOW, THEREFORE, in consideration of the foregoing, Priority Healthcare hereby adopts this Plan as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Plan and in accordance with the Florida Act, at the Effective Time as defined below, SinusPharmacy and SIP shall be merged with and into Priority Healthcare, and the separate existence of SinusPharmacy and SIP shall thereupon cease. From and after the Effective Time, Priority Healthcare shall continue in existence as the surviving entity in the Merger (sometimes referred to herein as the "**Surviving Entity**") and Priority Healthcare shall succeed to and assume all the rights and obligations of SinusPharmacy and SIP in accordance with the Florida Act.
2. **Effective Time.** The effective time of this Plan, and the time at which the Merger shall become effective in the State of Florida (the "**Effective Time**"), shall be 11:58 p.m. EST on December 31, 2015, as set forth in the Articles of Merger merging SinusPharmacy and SIP with and into Priority Healthcare, which shall be filed with the Secretary of State of the State of Florida, pursuant to Section 607.1104 of the Florida Act.
3. **Surviving Entity.** Priority Healthcare shall survive the Merger and shall continue to be governed by the laws of Florida, and the separate existence of SinusPharmacy and SIP shall cease forthwith to the Effective Time.
4. **Governing Documents.** At the Effective Time, the Articles of Incorporation and Bylaws of Priority Healthcare in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Entity, unless and until thereafter duly amended as provided therein and in the manner prescribed by applicable law.
5. **Effects of Merger.** The Merger shall have the effects set forth in the Florida Act.
6. **Effect of Merger on Capital Stock of SinusPharmacy, SIP, and Priority Healthcare.** The Merger shall have no effect on the outstanding capital stock of Priority Healthcare, which shall remain outstanding following the Merger. At the Effective Time, as a result of the Merger and without any action on the part of Priority Healthcare or any other party, all of the capital stock of SinusPharmacy and SIP shall be cancelled.

7. **Effect of Merger on Appraisal Rights.** Shareholders of SinusPharmacy and SIP who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and dissent from the Merger pursuant to Section 607.1321 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.

8. **Principal Business Office/Registered Office and Registered Agent.** After the Merger, the location of the principal business office and the registered office of Priority Healthcare shall remain the same as the principal business office and the registered office, respectively, of Priority Healthcare prior to the Merger, and Priority Healthcare's registered agent for service of process shall be that which has been designated by Priority Healthcare prior to the Merger.


9. **Directors and Officers of the Surviving Entity.** The (i) directors of Priority Healthcare immediately prior to the Effective Time shall, from and after the Effective Time, continue to be directors of the Surviving Entity and (ii) officers of Priority Healthcare immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the officers of the Surviving Entity, each such director and officer to hold office until such time as his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal.

10. **Termination.** At any time before the Effective Time, this Plan may be terminated and the Merger abandoned by the board of directors of Priority Healthcare.

[The remainder of the page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Plan to be duly executed as of the date and year first written above.

PRIORITY HEALTHCARE PHARMACY, INC.

By: 
Name: Joseph Satorius
Title: Assistant Secretary