

Filing Fee: See Instructions

ID Number: 151599



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services

148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include NCS Healthcare of Rhode Island, LLC and NeighborCare Pharmacy Services, Inc.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is NeighborCare Pharmacy Services, Inc. which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

201 E. 4th Street, Suite 900, Cincinnati, OH 45202 c/o Legal

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is NCS Healthcare of Rhode Island, LLC

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

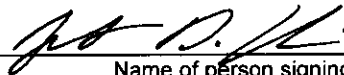
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
\_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....  
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

NCS Healthcare of Rhode Island, LLC

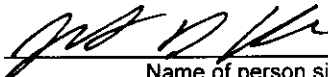
Print Entity Name

By:  Secretary of Sole member  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

NeighborCare Pharmacy Services, Inc.

Print Entity Name

By:  Secretary  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "**Plan of Merger**") dated as of November 15, 2013, is adopted and made by and between NCS Healthcare of Rhode Island, LLC, a Rhode Island limited liability company ("**Subsidiary**"), and NeighborCare Pharmacy Services, Inc., a Delaware corporation ("**Parent**") (Parent and Subsidiary being sometimes referred to herein each individually as a "**Constituent Company**" and together collectively as the "**Constituent Companies**").

### RECITALS:

**A.** Subsidiary is a limited liability company organized and existing under the laws of the State of Rhode Island. All of the issued and outstanding membership interests of Subsidiary are owned by Parent.

**B.** Parent is a corporation incorporated and existing under the laws of the State of Delaware.

**C.** The board of directors of Parent deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Parent, and has adopted resolutions approving this Plan of Merger.

**D.** The sole member of Subsidiary deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Subsidiary, and has adopted resolutions approving this Plan of Merger.

**E.** For federal income tax purposes, the Merger (as defined in Article I hereof) is intended to qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the corresponding income tax regulations promulgated thereunder (the "**Code**").

**NOW, THEREFORE**, in consideration of the recitals and of the agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies agree as follows:

### **ARTICLE I** **Merger**

Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as defined in Article VI hereof), Subsidiary shall be merged with and into Parent pursuant to the provisions of, and with the effect provided in, Section 7-16-60 of The Rhode Island Limited Liability Company Act (with respect to Subsidiary) and Section 264 of the Delaware General Corporation Law (with respect to Parent).

Upon the Effective Date, the separate existence of Subsidiary shall cease and all rights, privileges, powers, immunities, and franchises, public or private, of Subsidiary, and all property, real, personal, and mixed, and debts due to Subsidiary on whatever account, as well as all

subscriptions for stock or membership interests and all other choses or things in action, and every other interest of or belonging to or due Subsidiary, shall be taken and deemed to be transferred to and vested in Parent without further act or deed; provided, however, that all rights of creditors and all liens on any property of Subsidiary shall be preserved and unimpaired, and all debts, liabilities, duties, and obligations of Subsidiary shall thenceforth attach to Parent and may be enforced against Parent to the same extent as if said rights, liens, debts, liabilities, duties, or obligations had been incurred, contracted, or assumed by Parent.

**ARTICLE II**  
**Consent to Suit and Service of Process**

Parent hereby consents to service of process in the State of Rhode Island in any proceeding for the enforcement of any obligation of Subsidiary.

**ARTICLE III**  
**Certificate of Incorporation and Bylaws**

The Certificate of Incorporation and the Bylaws of Parent on and after the Effective Date shall be Parent's existing Certificate of Incorporation and Bylaws until changed or amended as provided therein or by applicable law.

**ARTICLE IV**  
**Board of Directors**

The directors of Parent shall continue to be Parent's directors on and after the Effective Date.

**ARTICLE V**  
**Cancellation of Membership Interests**

As of the Effective Date, all of the membership interests of Subsidiary shall be cancelled, and all rights in respect thereof shall cease.

**ARTICLE VI**  
**Effective Date of Merger**

A Certificate of Merger evidencing the Merger shall be delivered to each of the Secretaries of State of Rhode Island and Delaware for filing. The Merger shall be effective as of the last date of filing of the Certificate of Merger (such date and time being herein referred to as the "**Effective Date**").

**ARTICLE VII**  
**Further Assurances**

If at any time Parent shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in Parent title to any property or rights of Subsidiary, or otherwise to carry out the provisions of this Plan of Merger, the officers and the manager or member of Subsidiary as of the Effective Date, and

thereafter the officers of Parent acting on behalf of Subsidiary, shall execute and deliver any and all property assignments, conveyances, and assurances, and do all things necessary or desirable to vest, perfect, or confirm title to such property or rights in Parent and otherwise to carry out the provisions of this Plan of Merger.

**ARTICLE VIII**  
**Miscellaneous**

(A) Prior to the filing of any Certificate of Merger, this Plan of Merger may be amended or supplemented by mutual agreement of each of the Constituent Companies. Any such amendment or supplement must be in writing and approved by the board of directors of Parent or member of Subsidiary, and to the extent required by applicable law, by any necessary vote of the members of the Constituent Companies. In addition, this Plan of Merger may be terminated by the action of the board of directors of Parent or member of Subsidiary at any time for any reason prior to the filing of any Certificate of Merger.

(B) The headings of the Articles of this Plan of Merger are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

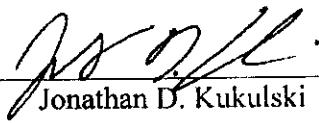
(C) For the convenience of the Constituent Companies and to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

*[remainder of page intentionally left blank]*

**IN WITNESS WHEREOF**, each of the Constituent Companies has caused this Plan of Merger to be executed by its duly authorized officer as of the date first set forth above.


SUBSIDIARY

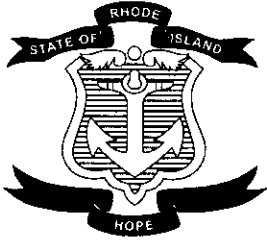
NCS HEALTHCARE OF RHODE ISLAND, LLC  
by its sole member

By:   
Jonathan D. Kukulski  
Secretary

PARENT

NEIGHBORCARE PHARMACY SERVICES,  
INC.

By:   
Jonathan D. Kukulski  
Secretary



STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATIONS  
DEPARTMENT OF ADMINISTRATION  
DIVISION OF TAXATION  
ONE CAPITOL HILL  
PROVIDENCE, RI 02908

C.J. BERGNER  
PARASEARCH, INC.  
222 JEFFERSON BLVD., STE 200  
WARWICK, RI 02888

## LETTER OF GOOD STANDING

It appears from our records that **NCS HEALTHCARE OF RHODE ISLAND LLC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **03/25/2014** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

### MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan  
Tax Administrator

Marlen A. Bautista  
Principal Revenue Agent  
Office Audit and Discovery

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
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# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

