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12/31/04*

MERGER OR SHARE EXCHANGE

Kimberly-Clark Corporation

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**ARTICLES OF MERGER**

**SAFESKIN CORPORATION,**  
the non-surviving corporation

with and into

**KIMBERLY-CLARK CORPORATION**  
the surviving corporation

Pursuant to Section 607.1105, F.S., the undersigned surviving corporation hereby executes these Articles of Merger:

**ARTICLE I - Surviving Corporation**

"Kimberly-Clark Corporation" is the name of the corporation surviving the merger and is a Delaware corporation. Its name has not been changed as a result of the merger. The merger shall become effective on December 31, 2004.

**ARTICLE II - Merging Corporations**

Safeskin Corporation (the "Subsidiary") is a Florida corporation that is wholly owned by Kimberly-Clark Corporation. The Subsidiary will not survive the merger.

**ARTICLE III - Plan of Merger**

The Plan of Merger is set forth in "Exhibit A," attached hereto and made a part hereof.

**ARTICLE IV - Manner of Adoption  
and Vote of Surviving Corporation**

Shareholder approval of the surviving corporation is not required. The Plan of Merger was adopted on the date specified by the Plan of Merger by the board of directors of the surviving corporation without shareholder action in accordance with Section 607.1104 as the surviving corporation owns 100% of the outstanding stock of the Subsidiary.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger in their respective corporate names this 21st day of December, 2004.

**SURVIVING CORPORATION**

KIMBERLY-CLARK CORPORATION

By: Joanne B. Bauer  
Joanne B. Bauer  
President – Kimberly-Clark Healthcare

**NON-SURVIVING CORPORATION**

SAFESKIN CORPORATION

By: Joanne B. Bauer  
Joanne B. Bauer  
Vice President



Exhibit A

**PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 15, 2004 to be effective as provided herein below, is made and entered into by and between Kimberly-Clark Corporation, a Delaware corporation ("Parent"), and Safeskin Corporation, a Florida corporation and a wholly-owned subsidiary of Parent (the "Subsidiary"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiary and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

**WITNESSETH**

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Subsidiary is a corporation duly organized and existing under the laws of the State of Florida, and all of the outstanding shares of common stock of the Subsidiary (the only class of stock outstanding for the Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent duly approved and adopted this Plan of Merger (the "Plan") on December 15, 2004, providing for the merger of the Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the States of Delaware and Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

**ARTICLE I**

**MERGER AND NAME OF SURVIVING CORPORATION**

On the effective date of the merger, December 31, 2004, Parent and the Subsidiary shall cease to exist separately and the Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Kimberly-Clark Corporation."

## ARTICLE II

### TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) The Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and the Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Delaware General Corporation Law; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Delaware.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Delaware.

### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of common stock of the Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of the Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefor in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of the Subsidiary, if any, shall be cancelled.

### ARTICLE IV

#### ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

### ARTICLE V

#### RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiary who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**ARTICLE VI**

**WAIVER OF NOTICE TO SHAREHOLDERS OF PLAN OF MERGER**

Parent owns 100% of the outstanding shares of each class of stock of the Subsidiary (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.

**(Signature Page Follows)**