

169211

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Merger

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
16 JUN 10 PM 4:33

CT

June 10, 2016

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 10044472 SO  
Customer Reference 1: 18647-0001  
Customer Reference 2: 18647-0001

Dear Department of State, Florida :

Please obtain the following:

The Stephen Co. (FL)  
Merger (Survivor)  
Florida



Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** THE STEPHAN CO.  
\_\_\_\_\_  
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)

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)
The Stephan Co.	Florida	169211

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Scientific Research Products Inc. of Delaware	Delaware	923483

**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 March 29, 2016.

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 03-29-16

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

**The Stephan Co.**

21

ERIC KIEVBUSCH CEO, PRES.

## Scientific Research Products

213

ERIC KIEKBUSCH PRES., DIR

Inc. of Delaware

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## **PLAN OF MERGER**

(Non Subsidiaries)

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

The Stephan Co.

Jurisdiction

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Scientific Research Products Inc. of Delaware

Jurisdiction

Delaware

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

See Agreement and Plan of Merger dated March 29, 2016 attached hereto.

**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:

*(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), dated as of March 29, 2016, is made and executed by and between Scientific Research Products Inc. of Delaware, a Delaware corporation ("Scientific Research") and The Stephan Co., a Florida corporation ("Stephan Co."), and after the Effective Time (as defined below), the "Surviving Corporation").

### WITNESSETH:

**WHEREAS**, (i) Scientific Research is a corporation duly incorporated and validly existing under the laws of the State of Delaware and (ii) Stephan Co. is a corporation duly incorporated and validly existing under the laws of the State of Florida;

**WHEREAS**, in accordance with Section 252 of the Delaware General Corporation Law, as amended, and Section 607.1103 of the Florida Business Corporation Act, as amended (the "FL Act"), Scientific Research and Stephan Co. have agreed to enter into the Merger (as defined below), and Stephan Co. shall be the surviving entity of the Merger;

**WHEREAS**, the Merger will further certain business objectives of the parties, including, but not limited to, enhancing efficiency by consolidating operations; and

**WHEREAS**, the members of each of Scientific Research and Stephan Co. have approved and declared advisable this Plan of Merger and the merger of Scientific Research with and into Stephan Co. on the terms and conditions set forth herein.

**NOW, THEREFORE**, the parties hereto agree as follows:

1. **Merger.** At the Effective Time (as such term is defined in Section 5), (i) Scientific Research will merge with and into Stephan Co. (the "Merger"), whereupon the separate existence of Scientific Research shall cease, and (ii) Stephan Co. will be the surviving corporation and shall continue its existence as a corporation, all in accordance with the provisions of the FL Act. As a result of the Merger, all assets of Scientific Research, as they exist at the Effective Time, shall pass to and vest in the Surviving Corporation without any conveyance or other transfer. The Surviving Corporation shall be responsible for all liabilities and obligations of every kind of Scientific Research as of the Effective Time.

2. **Approval of Merger.** This Plan of Merger has been authorized and approved by (i) the member of the Board of Directors and the shareholder of Scientific Research and (ii) the member of the Board of Directors and the shareholder of Stephan Co., each in accordance with the articles of incorporation and bylaws of each of Scientific Research, and Stephan Co., respectively, and the laws of the State of Delaware and the State of Florida, as applicable.

3. **Articles of Incorporation.** At the Effective Time, the articles of incorporation of Stephan Co. shall be the articles of incorporation of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.



4. **Bylaws.** At the Effective Time, the bylaws of Stephan Co. shall be the bylaws of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.

5. **Filing; Effective Time.** The parties hereto shall cause the Merger to be consummated by filing (i) certificate of merger, in the form attached hereto as Exhibit A (the "Certificate of Merger"), with the Department of State – Division of Corporations of the State of Delaware, and (ii) articles of merger, in the form attached hereto as Exhibit B (the "FL Certificate of Merger"), with the Department of State – Division of Corporations of the State of Florida. The Merger shall be effective as set forth in the DE Certificate of Merger as filed with the Department of State – Division of Corporations of the State of Delaware and as set forth in the FL Articles of Merger as filed with the Department of State – Division of Corporations of the State of Florida (the "Effective Time").

6. **Representations and Warranties of Scientific Research.** Scientific Research hereby represents and warrants to Stephan Co. as follows:

(a) **Binding Effect.** This Plan of Merger, and each agreement entered into in connection herewith (collectively, the "Transaction Documents") to which Scientific Research is a party, has been duly executed and delivered by Scientific Research and are valid and binding obligations of Scientific Research, enforceable against Scientific Research in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Scientific Research.

(b) **No Conflicts.** The execution and delivery by Scientific Research of each Transaction Document to which each is a party does not, and the consummation of the Merger and compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Scientific Research under, any provision of (i) the organizational documents of Scientific Research, (ii) any contract, lease, license, indenture, note, bond, agreement, permit, concession, franchise or other instrument (a "Contract") to which Scientific Research is a party or (iii) any judgment, order or decree ("Judgment") or statute, law, ordinance, rule or regulation ("Law") applicable to Scientific Research or its respective properties or assets.

7. **Representations and Warranties of Stephan Co.** Stephan Co. hereby represents and warrants to Scientific Research as follows:

(a) **Binding Effect.** The Transaction Documents to which Stephan Co. is a party have been duly executed and delivered by Stephan Co. and are valid and binding obligations of Stephan Co., enforceable against Stephan Co. in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Stephan Co..

(b) No Conflicts. The execution and delivery by Stephan Co. of each Transaction Document to which it is a party does not, and the consummation of the Merger and compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Stephan Co. under, any provision of (i) the organizational documents of Stephan Co., (ii) any Contract to which Stephan Co. is a party or (iii) any Judgment or Law applicable to Stephan Co. or its respective properties or assets.

8. Termination. This Plan of Merger may be terminated, and the Merger abandoned, by Scientific Research or Stephan Co. at any time prior to the Effective Time.

9. Governing Law; Forum. This Plan of Merger shall be governed by, and construed in accordance with, the internal laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida (without giving effect to principles of choice of law or conflict of laws that would require application of the laws of a jurisdiction other than the State of Florida). Any action between Scientific Research and Stephan Co. that arises under or in any way relates to this Plan of Merger may be brought only in the state or federal courts located in the State of Florida. Each of Scientific Research and Stephan Co. hereby consents to the exclusive jurisdiction of such courts to decide any and all such actions and to such venue. Each of Scientific Research and Stephan Co. irrevocably waives and agrees not to assert any defense based on the inconvenience of such jurisdiction or venue.

10. Tax Treatment. For federal income tax purposes, the Merger will take the assets over form.

11. Counterparts. This Plan of Merger may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts of this Plan of Merger have been signed by each party and delivered to the other party.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the undersigned have duly executed this Agreement and Plan of Merger as of the day and year first written above.

SCIENTIFIC RESEARCH PRODUCTS  
INC. OF DELAWARE,  
a Delaware corporation

By:   
Name: ERIC KIEBUSCH  
Title: PRES, DIR

THE STEPHAN CO.,  
a Florida corporation

By:   
Name: ERIC KIEBUSCH  
Title: CEO, PRES

**EXHIBIT A**

Certificate of Merger – Delaware

[Attached]

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6708 North 54th Street, Tampa, FL 33610.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29 day of March, A.D., 2016.

By:   
Authorized Officer

Name: ERIC KIEBUSCH  
Print or Type

Title: PRES., DIR

**EXHIBIT B**

Articles of Merger – Florida

[Attached]

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** THE STEPHAN CO.  
\_\_\_\_\_  
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)

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Stephan Co.	Florida	169211

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
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The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

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(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

**The Stephan Co.**

25/2

ERIC KIEBUSCH CEO, PRES.

## Scientific Research Products

2/5

ERIK KIEKBUSCH PRES., DIR

Inc. of Delaware

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## **PLAN OF MERGER**

(Non Subsidiaries)

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

The Stephan Co.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Scientific Research Products Inc. of Delaware

Delaware

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

See Agreement and Plan of Merger dated March 29, 2016 attached hereto.

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*(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:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: