

143320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

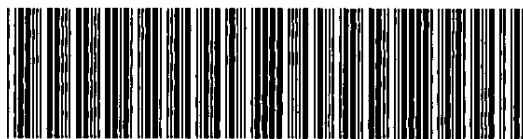
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12/14/07--01023--008 **78.75

EFFECTIVE DATE
12/3/07

Merger

SG

12-27-07

FILED
2007 DEC 27 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2007

MICHAEL J. HERTZ, ESQ.
WOODS ROGERS PLC
10 SOUTH JEFFERSON STREET, SUITE 1400
ROANOKE, VA 24011

SUBJECT: NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS
INCORPORATED
Ref. Number: N43320

We have received your document for NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS INCORPORATED and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 307A00070572

COVER LETTER

TO: Amendment Section
Division of Corporations
Attention Sylvia Gilbert

SUBJECT: Society of Pharmaceutical and Biotech Trainers
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael J. Hertz, Esq.
(Contact Person)

Woods Rogers PLC
(Firm/Company)

10 South Jefferson Street, Suite 1400
(Address)

Roanoke, VA 24011
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael J. Hertz, Esq. At (540) 983-7611 ~~001-540-983-7630~~
(Name of Contact Person) (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

Sylvia, as we discussed on the telephone on December 26, please make the effective date and time of this merger December 31, 2007 at 11:59 p.m. Thank you so much for your help with this and I hope you have a great new year. Please call with any questions.

12/27/07

CORPORATE DETAIL RECORD SCREEN

4:05 PM

NUM: N43320

ST:FL ACTIVE/FL NON-PROF

FLD: 05/09/1991

FEI#: 06-1045226

NAME : NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS INCORPORATED

PRINCIPAL: 4423 PHEASANT RIDGE ROAD - STE 100

CHANGED: 04/13/05

ADDRESS ROANOKE, VA 24014 US

MAILING : 4423 PHEASANT RIDGE ROAD

CHANGED: 01/06/03

ADDRESS SUITE 100

ROANOKE, VA 24014 US

RA NAME : WHIGHAM, FRANK C

NAME CHG: 03/24/92

RA ADDR : SUN BANK BLDG

ADDR CHG: 03/24/92

200 W 1ST , SUITE 22

SANFORD, FL 32771 US

ANN REP : (2005) W 04/13/05 (2006) A 08/07/06 (2007) A 05/01/07

1. MENU, 3. OFFICERS, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:

**ARTICLES OF MERGER
OF
NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS,
INCORPORATED
a Florida Not For Profit Corporation
INTO
SOCIETY OF PHARMACEUTICAL AND BIOTECH TRAINERS
Virginia Nonstock Corporation**

FILED
2007 DEC 27 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**ARTICLE I
SURVIVING CORPORATION**

EFFECTIVE DATE
12/31/07

The surviving corporation shall be the SOCIETY OF PHARMACEUTICAL AND BIOTECH TRAINERS, a Virginia Nonstock Corporation, (hereinafter referred to as "SPBT").

**ARTICLE II
MERGING CORPORATION**

The merging corporation shall be the NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS, INCORPORATED, a Florida Not For Profit Corporation (hereinafter referred to as "National Society").

**ARTICLE III
PLAN OF MERGER**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE IV
EFFECTIVE DATE AND TIME**

The Articles of Merger shall become effective at 11:59 p.m. on December 31, 2007.

ARTICLE V

ADOPTION OF PLAN OF MERGER

(1) **Adoption by SPBT.** The board of directors of SPBT unanimously approved and adopted the Plan by written consent of the board of directors on September 12, 2007. Member approval was not required because SPBT has no members.

(2) **Adoption by National Society.** The plan of merger was adopted by the members of the merging corporation on June 21, 2007. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 299 FOR, 3 AGAINST, 6 ABSTAIN.

ARTICLE VI

COMPLIANCE WITH VIRGINIA LAW

The merger of National Society with and into SPBT is permitted by the laws of the Commonwealth of Virginia, and SPBT has complied with Virginia law in effecting the merger.

ARTICLE VII

NOT QUALIFIED TO DO BUSINESS IN FLORIDA

SPBT is, and will after the merger, be an out-of-state entity that is not qualified to transact business in Florida. SPBT's principal office is located at 4423 Pheasant Ridge Road, Suite 100, Roanoke, Virginia 24014, which address may be used by the Florida Department of State for purposes of section 48.181, Florida Statutes. SPBT appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of National Society.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused these
Articles of Merger to be executed in its name by a duly authorized representative, this 12 day
of September, 2007.

**SOCIETY OF PHARMACEUTICAL AND
BIOTECH TRAINERS**

By: Brian Fagan
Name: BRIAN FAGAN
Its: PRESIDENT

**NATIONAL SOCIETY OF PHARMACEUTICAL SALES
TRAINERS, INCORPORATED**

By: John Constantine
Name: John Constantine
Its: President

**PLAN OF MERGER
OF
NATIONAL SOCIETY OF PHARMACEUTICAL SALES TRAINERS,
INCORPORATED
a Florida Nonstock Corporation
INTO
SOCIETY OF PHARMACEUTICAL AND BIOTECH TRAINERS
Virginia Nonstock Corporation**

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

THIS PLAN OF MERGER (hereinafter called this "Agreement"), dated as of the 12th day of September, 2007, by and between National Society of Pharmaceutical Trainers, Incorporated, a Florida nonstock member corporation (hereinafter sometimes referred to as the "Merging Corporation" or "National Society"), and Society of Pharmaceutical and Biotech Trainers, a Virginia nonstock nonmember corporation (hereinafter sometimes referred to as the "Surviving Corporation" or "SPBT") (said companies being hereinafter sometimes collectively referred to as the "Constituent Corporations"):

W I T N E S S E T H :

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and in the interest of economy and efficiency of operation of the Constituent Corporations that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the Commonwealth of Virginia and the State of Florida;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the Commonwealth of Virginia and the State of Florida that the Constituent Corporations shall be merged into a single corporation, and the terms and conditions of the merger hereby agreed upon (hereinafter called the "merger") that the parties covenant to observe, keep, and perform in carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE 1.

EFFECTIVE TIME OF THE MERGER

The effective date of the merger shall be at 11:59 p.m., December 31, 2007 (the "Effective Time"). At the Effective Time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall thereupon cease. Consummation of this Agreement for accounting purposes shall be as of the close of business on December 31, 2007. The surviving corporation shall be a nonstock corporation, and the name of the surviving corporation shall be Society of Pharmaceutical and Biotech Trainers.

ARTICLE 2.

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of SPBT at the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation without change or amendment, unless and until the same shall be altered or amended in accordance with the provisions thereof and applicable law. The Bylaws of SPBT in effect at the Effective Time of the merger, shall continue to be the Bylaws of the Surviving Corporation without change or amendment, unless and until further amended in accordance with the provisions thereof and applicable law.

ARTICLE 3.

DIRECTORS

The directors of National Society immediately prior to the Effective Time of the merger, shall, after the Effective Time, become the directors of the Surviving Corporation.

ARTICLE 4.

OFFICERS

The officers of National Society immediately prior to the Effective Time of the merger, shall, after the Effective Time, become the officers of the Surviving Corporation.

ARTICLE 5.

EFFECT OF THE MERGER

At the Effective Time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all of the rights, privileges, immunities, powers and franchises, both of a public and private nature, and be subject to all of the restrictions,

disabilities, and duties, of each of the Constituent Corporations, and all of the rights, privileges, immunities, powers, and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert nor be in any way impaired by reason of the merger; provided, however, that all of the rights of creditors and all liens upon any property of either of the said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time of the merger, and all debts, liabilities, and duties of said Constituent Corporations, respectively, shall thenceforth be attached to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE 6.

FURTHER ASSURANCES

From time to time, as and when required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of the Merging Corporation such deeds and other instruments, and there shall be taken and caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authorities of the Merging Corporation, and otherwise to carry out the purposes of this Plan, and the officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of the Merging Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE 7.

TERMINATION AND ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time before the Effective Time of the merger, whether before

or after adoption or approval of this Agreement, under any one or more of the following circumstances:

- i. By the consent of the directors of either of the Constituent Corporations;
- or
- ii. By either of the Constituent Corporations if any action or proceeding before any court or other governmental body or agency shall have been instituted or threatened to restrain or prohibit the merger, and such Constituent Corporation deems it inadvisable to proceed with the merger.

Upon any such termination and abandonment, neither party shall have any liability or obligation to the other.

IN WITNESS WHEREOF, this Agreement has been signed by a duly authorized representative of each of the Constituent Corporations as of the day and year first above written.

**SOCIETY OF PHARMACEUTICAL AND BIOTECH
TRAINERS**

By Brian Fagan
Its PRESIDENT

**NATIONAL SOCIETY OF PHARMACEUTICAL
SALES TRAINERS, INC. INCORPORATED**

By [Signature]
Its President