

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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MERGER OR SHARE EXCHANGE

CoreRx, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$87.50 |

ARTICLES OF MERGER

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 entity (the "Surviving Corporation") is:

| Name | Jurisdiction | Entity Type | Document No. |
|--------------|--------------|-------------|--------------|
| CoreRx, Inc. | Florida | Corporation | P06000058224 |

SECOND: The name and jurisdiction of the merging entity (the "Merging Corporation") is:

| Name | Jurisdiction | Entity Type | Document No. |
|--------------------------------------|--------------|-------------|--------------|
| NQ PE Project Stingray Mergerco Inc. | Florida | Corporation | P20000095859 |

THIRD: The merger was approved by the Surviving Corporation and the Merging Corporation in accordance with Section 607.1101(1)(b), Florida Statutes.

FOURTH: The Surviving Corporation exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended and restated as attached hereto as Exhibit A.

FIFTH: The plan of merger was approved by the shareholders and each separate voting group of the Surviving Corporation, on January 6, 2021 and by the shareholders and each separate voting group of the Merging Corporation on January 6, 2021.

SIXTH: The merger shall become effective on the date and time that these Articles of Merger are accepted by the Florida Department of State, Division of Corporations.

[Signature Page Follows]

The undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated above are true and correct.

SURVIVING CORPORATION

CORERX, INC.

Dated: January 11, 2021

By: 

Name: Todd R. Daviau, Ph.D, MBA

Title: President and CEO

MERGING CORPORATION

NQ PE PROJECT STINGRAY MERGERCO INC.

Dated: _____

By: _____

Name: _____

Title: _____

The undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated above are true and correct.

SURVIVING CORPORATION

CORERX, INC.

Dated: _____

By: _____

Name: _____

Title: _____

MERGING CORPORATION

NQ PE PROJECT STINGRAY MERGERCO INC.

Dated: January 7, 2020

By:  _____

Name: Jeff Edwards

Title: President

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CORERX, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be CoreRx, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 14205 Myer Lake Circle, Clearwater, Florida 33760.

**ARTICLE III
PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV
SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000 shares, all of which shall be common stock, with a par value of \$0.0001 per share.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Leon County, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE VI
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VII DIRECTOR LIABILITY

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Corporations Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607 0850 of the Florida Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX DESIGNATED COURT

Unless the Corporation consents in writing to the selection of an alternative forum, the federal or state courts sitting in the State of Florida in the county of Pinellas (each, a “**Designated Court**”) shall be the sole and exclusive forum for any shareholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s shareholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Florida Business Corporation Act or the Corporation’s Articles of Incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which a Designated Court determines that there is an indispensable party not subject to the jurisdiction of such Designated Court (and the indispensable party does not consent to the personal jurisdiction of such Designated Court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such Designated Court, or for which such Designated Court does not have

subject matter jurisdiction. If any provision or provisions of this Article IX shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article IX (including, without limitation, each portion of any sentence of this Article IX containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE X AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of CoreRx, Inc., a Florida corporation (the "**Corporation**"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the attached Amended and Restated Articles of Incorporation of the Corporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATION SERVICE COMPANY

/s/ Christine Sati

By: _____

Registered Agent Christine Sati, Asst. Secretary

January 7, 2020

Date