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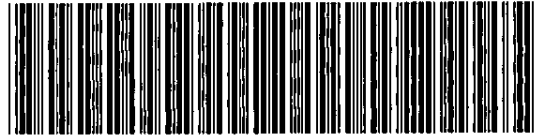
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2013 FEB 13 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
2/13/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 530086 4322953

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 12, 2013

ORDER TIME : 11:43 AM

ORDER NO. : 530086-010

CUSTOMER NO: 4322953

ARTICLES OF MERGER

ADHAERE PHARMACEUTICALS, INC.

INTO

ADHAERE PHARMACEUTICALS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
2013 FEB 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Adhaere Pharmaceuticals, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Adhaere Pharmaceuticals, Inc.	Florida	

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.)

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 February 7, 2013.

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 January 9, 2013.

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

Adhaere

V. H. L.

Vibha Gupta, President

Pharmaceuticals, Inc.

(Florida)

Adhaere

Uhl

Vibha Gupta, President

Pharmaceuticals, Inc.

(Delaware)

AGREEMENT AND PLAN OF MERGER

OF

ADHAERE PHARMACEUTICALS, INC.

(A FLORIDA CORPORATION)

INTO

ADHAERE PHARMACEUTICALS, INC.

(A DELAWARE CORPORATION)

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into effective January 9, 2013, by Adhaere Pharmaceuticals, Inc., a Florida corporation ("Florida Corporation"), and Adhaere Pharmaceuticals, Inc., a Delaware corporation ("Delaware Corporation", and each of Florida Corporation and Delaware Corporation is a "constituent entity").

WHEREAS, the constituent corporations are organized pursuant to and governed by the laws of the States of Florida and Delaware;

WHEREAS, sections 607.1101 to 607.1107 of the Florida statutes and section 252 of the Delaware General Corporation Law (the "Act") permits a merger of domestic and foreign corporation so that only one of the corporations survives;

WHEREAS, the directors of both constituent corporations approved, declared advisable, and recommended this Agreement and the merger described herein to their respective stockholders, the stockholders of each constituent corporation approved and adopted this Agreement by majority vote, and the undersigned constituent corporations do hereby certify that this Agreement was so authorized and approved;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the constituent corporations, being therein duly approved and entered into, the constituent corporations agree to the terms and conditions which follow.

(1) Delaware Corporation and Florida Corporation shall, pursuant to the provisions of this Agreement and the Act, be merged with and into a single corporation (the "Merger") so that from and after the effective time of the Merger: (a) Delaware Corporation shall be the surviving corporation, (b) Delaware Corporation shall continue to exist under its present name pursuant to the provisions of the Act, and (c) the separate existence of Florida Corporation shall cease.

(2) Annexed hereto are the Certificate of Merger and Articles of Merger to be filed with the Secretary of the State of Delaware and the Secretary of the State of Florida. Upon the approval and adoption of this Agreement by the constituent corporations in accordance with the provisions

of the Act, the constituent corporations agree that they will cause to be executed and filed and recorded the aforesaid Certificate of Merger and Articles of Merger and that they will cause to be performed all necessary acts within Delaware, Florida, and elsewhere to effectuate the Merger. The Merger shall be effective on the latest date on which the aforesaid Certificate of Merger and Articles of Merger are filed in their respective states.

(3) The present Certificate of Incorporation of Delaware Corporation will be the Certificate of Incorporation of Delaware Corporation as the surviving corporation from the Merger and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act. The present Bylaws of Delaware Corporation will be the Bylaws of Delaware Corporation as the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

(4) The Directors and officers of Delaware Corporation immediately before the effective time of the Merger shall be the Directors and officers of Delaware Corporation immediately after the Merger.

(5) Upon the Merger becoming effective, each share of the common stock of Florida Corporation issued and outstanding immediately before the effective time of the Merger shall be converted into one common share of Delaware Corporation.

(6) The obligations of Florida Corporation pursuant to its 2011 Stock Option and Restricted Stock Plan and the options granted pursuant thereto shall become the obligations of Delaware Corporation and each such granted option shall be exercisable for that number of shares of the common stock of Delaware Corporation identical to that number of shares of the common stock of Florida Corporation for which it was exercisable immediately prior to the Merger.

(7) The single share of common stock issued by the Delaware Corporation to the Florida Corporation prior to the Merger shall automatically be cancelled upon the Merger becoming effective.

(8) The directors and officers of the constituent corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.

(9) Upon the Merger becoming effective, Delaware Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent entities; and all and singular, the rights, privileges, powers and franchises of each of the constituent entities, and all property, real, personal and mixed, and all debts due to any of the constituent entities on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, shall be vested in Delaware Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of Delaware Corporation as they were of the several and respective constituent entities,

and the title to any real estate vested by deed or otherwise in any of the constituent entities shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the constituent entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to Delaware Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, this Agreement is hereby approved, adopted, certified, executed, and acknowledged on behalf of each of the constituent entities and each of the undersigned hereby acknowledges, under penalties of perjury, that the execution hereof is the act or deed of the entity and that the facts stated herein are true.

EXECUTED as of the date first marked above.

ADHAERE PHARMACETICALS, INC.
a Florida corporation

ADHAERE PHARMACEUTICALS, INC.
a Delaware corporation

By: Vibha Gupta
Vibha Gupta, President
Hereunto duly authorized

By: Vibha Gupta
Vibha Gupta, President
Hereunto duly authorized