

P11000004473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

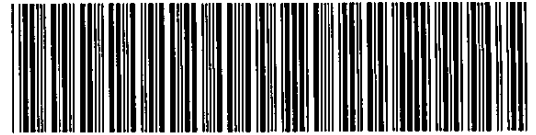
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
14 SEP 30 AM 10:51
DIVISION OF CONFORMATION

14 SEP 30 14:03:03

Merger
@ 10.1.14



CORPORATION SERVICE COMPANY

file first
* do not separ
please *

ACCOUNT NO. : I20000000195

REFERENCE : 315497 4322953

AUTHORIZATION :

COST LIMIT : \$ 70.00

Lyndee A. Egan

ORDER DATE : September 26, 2014

ORDER TIME : 4:11 PM

ORDER NO. : 315497-015

CUSTOMER NO: 4322953

ARTICLES OF MERGER

BIOAXONE BIOSCIENCES, INC.

INTO

BIOAXONE BIOSCIENCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BIOAXONE BIOSCIENCES, INC.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

PETER B. FINN, ESQ.

Contact Person

RUBIN & RUDMAN, LLP

Firm/Company

50 ROWES WHARF, 3RD FLOOR

Address

BOSTON, MA 02110

City/State and Zip Code

PFINN@RUBINRUDMAN.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PETER B. FINN, ESQ.

Name of Contact Person

At (617)

330-7000

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

FILED
SECRETARY OF
STATE OF FLORIDA
14 SEP 30 AM 10:05

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)
BIOAXONE BIOSCIENCES, INC.	DELAWARE	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BIOAXONE BIOSCIENCES, INC.	FLORIDA	P11000044733

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 September 30, 2014.

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 September 30, 2014.

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)

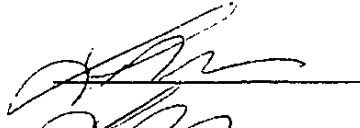
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

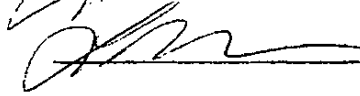
Typed or Printed Name of Individual & Title

BioAxxone Biosciences, Inc.
a Florida corporation



Dr. Lisa Mckerracher, Ph.D., President

BioAxxone BioSciences, Inc.
a Delaware corporation



Dr. Lisa Mckerracher, Ph.D., President

AGREEMENT AND PLAN OF MERGER

OF

BIOAXONE BIOSCIENCES, INC.

(A FLORIDA CORPORATION)

INTO

BIOAXONE BIOSCIENCES, INC.

(A DELAWARE CORPORATION)

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into effective September 30, 2014, by BioAxone BioSciences, Inc., a Florida corporation ("Florida Corporation"), and BioAxone BioSciences, 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 Business Corporation Act ("Florida Law") and section 252 of the Delaware General Corporation Law ("Delaware Law") permits a merger of a 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 unanimous 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 thereunto 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, Florida Law and Delaware Law, 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 applicable provisions of Delaware Law, and (c) the separate existence of Florida Corporation shall cease. The Merger is structured to qualify as a Type F reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

(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 applicable provisions of Florida Law and Delaware Law, 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 applicable provisions of Delaware Law. 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 share of common stock in Delaware Corporation.

(6) The obligations of Florida Corporation pursuant to its 2014 Equity Incentive Plan adopted on January 1, 2014, as amended, and the options granted pursuant thereto (together with such amendments to the plan and the option agreements as approved by the constituent corporations in connection with the merger) 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. There shall be no acceleration of vesting of any outstanding options assumed by Delaware Corporation as a result of 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

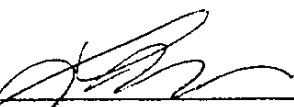
all the restrictions, disabilities and duties of each of the constituent entities; and all and singular, the rights, privileges, powers and franchises of each of the constituent entities, and all property, real, personal and mixed, and all debts due to any of the constituent entities on whatever account, 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.

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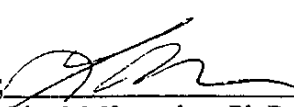
IN WITNESS WHEREOF, this Agreement is hereby approved, adopted, certified, executed, and acknowledged on behalf of each of the constituent entities and each of the undersigned hereby acknowledges, under penalties of perjury, that the execution hereof is the act or deed of the entity and that the facts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

EXECUTED as of the date first marked above.

BIOAXONE BIOSCIENCES, INC.
a Florida corporation

By: 
Dr. Lisa McKerracher, Ph.D., President
Hereunto Duly Authorized

BIOAXONE BIOSCIENCES, INC.
a Delaware corporation

By: 
Dr. Lisa McKerracher, Ph.D., President
Hereunto Duly Authorized