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2018 SEP 27 A 10:59  
FALLAHASSEE, FLORIDA

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2018 SEP 27 A 10:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

18 SEP 27 PM 1:51

SEP 28 2018

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 415194 4325457

AUTHORIZATION :

COST LIMIT : \$ 00.00



ORDER DATE : September 27, 2018

ORDER TIME : 1:24 PM

ORDER NO. : 415194-010

CUSTOMER NO: 4325457

ARTICLES OF MERGER

BISCAYNE NEUROTHERAPEUTICS,  
INC.

INTO

BISCAYNE NEUROTHERAPEUTICS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER OF  
BISCAYNE NEUROTHERAPEUTICS, INC.  
WITH AND INTO  
BISCAYNE NEUROTHERAPEUTICS, INC.**

**FILED**  
2018 SEP 27 AM 11:30  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

The following articles of merger (the "Articles") are hereby submitted pursuant to Section 607-1105 of the Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Formation Type
Biscayne Neurotherapeutics, Inc.	Delaware	Corporation
Biscayne Neurotherapeutics, Inc.	Florida	Corporation

**SECOND:** The name and jurisdiction of the surviving corporation is Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware.

**THIRD:** The attached plan of merger was approved by Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Florida, in accordance with the applicable provisions of Chapters 607 of the Florida Statutes on September 27, 2018. The attached plan of merger did not require shareholder approval.

**FOURTH:** The attached plan of merger was approved by Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware, in accordance with the applicable laws of the state of Delaware on September 27, 2018.

**FIFTH:** The merger shall become effective on the date the Articles are filed with the Secretary of State of the State of Florida.

**SIXTH:** The surviving corporation's principal office address in its home state, country or jurisdiction is as follows:

4770 Biscayne Blvd  
Suite 660  
Miami, FL 33137

**DULY EXECUTED** and delivered by a duly authorized officer of each of the Constituent Corporations on September 27, 2018.

**THE MERGING CORPORATION:      BISCAYNE NEUROTHERAPEUTICS, INC.**



By: \_\_\_\_\_  
Stephen Collins  
Chief Executive Officer

**THE SURVIVING CORPORATION:      BISCAYNE NEUROTHERAPEUTICS, INC.**



By: \_\_\_\_\_  
Stephen Collins  
Chief Executive Officer

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	Jurisdiction	Formation Type
Biscayne Neurotherapeutics, Inc.	Delaware	Corporation
Biscayne Neurotherapeutics, Inc.	Florida	Corporation

**SECOND:** The name and jurisdiction of the surviving corporation is Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware.

**THIRD:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each outstanding share of Series A Preferred Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Series A Preferred Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation. Each outstanding share of Series B Preferred Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Series B Preferred Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation. Each outstanding share of Common Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Common Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation.