

P14000030097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

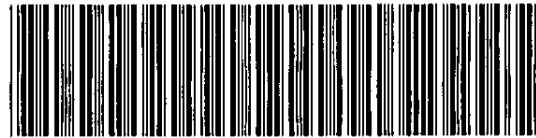
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600258545596

14 APR 10 PM 4:56  
SUPERIOR COURT OF DISTRICT OF COLUMBIA

14 APR 10 PM 4:56

Morgan

14 APR 10 PM 4:56

14 APR 10 PM 4:56

FILED

04-15-14  
DC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 11, 2014

FLORIDA FILING & SEARCH SERVICES, INC.  
WALK-IN

SUBJECT: BIOSOLUTIA INC.  
Ref. Number: P14000030097

We have received your document for BIOSOLUTIA INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please provide Exhibit "A" as mentioned in the Articles of Merger.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 614A00007831

2014 APR 14 14 31 12  
SUNBIZ  
DIVISION OF FILING

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

---

**DATE: 4/10/14**

**NAME: BIOSOLUTIA INC.**

**TYPE OF FILING: MERGER**

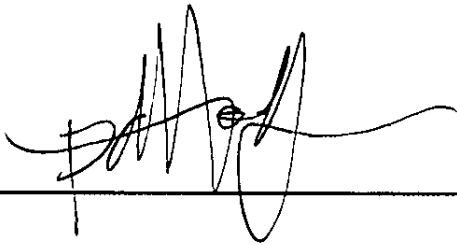
**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

---

**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



---

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:11 PM 04/08/2014  
FILED 03:11 PM 04/08/2014  
SRV 140443522 - 3884002 FILE

## ARTICLES OF MERGER

Pursuant to the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the states under the law of which they are respectively organized are

BioSolutia Inc., a Delaware corporation

BioSolutia Inc., a Florida corporation

SECOND: The laws of each of Delaware and Florida permit such merger.

THIRD: The name of the surviving corporation is BioSolutia Inc. and it is to be governed by Florida law.

FOURTH: On April 30, 2014 the following Agreement and Plan of Merger was authorized by the directors of each of the undersigned corporations in the manner prescribed in the Delaware General Corporation Law and the Florida Business Corporation Act, respectively, and was approved by the shareholders/stockholders of each of the undersigned corporations in the manner prescribed by the law of the state under which it is organized:

See Exhibit "A" attached hereto and by this reference incorporated herein.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding and the designations and number of outstanding shares of each class entitled to vote as a class on such Agreement and Plan of Merger are as follows:

<u>Name</u>	<u>Shares Outstanding</u>	<u>Designation</u>	<u>Authorized Shares</u>
BioSolutia Inc., a Florida corporation	2,000,000	Common	10,000,000
BioSolutia Inc., a Delaware corporation	2,000,000	Common	10,000,000

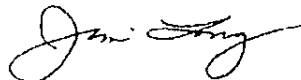
SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against the Agreement and Plan of Merger, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Agreement and Plan of Merger, are as follows:

<u>Name</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
BioSolutia Inc., a Florida corporation	2,000,000	0
BioSolutia Inc., a Delaware corporation	2,000,000	0

SEVENTH: The surviving corporation is to be governed by the laws of Florida and hereby (a) agrees that it may be served with process in Delaware in any proceeding for the enforcement of the rights of a dissenting stockholder against the surviving corporation, (b) irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such proceeding (and directs such Delaware registered agent to mail a copy of any process served to the surviving corporation at 610 Crescent Executive Court #200, Lake Mary, Florida 32746 Attn: James P. Long, Jr.), (c) agrees that it will furnish a copy of the Agreement and Plan of Merger to any of its shareholders or to any person who was a stockholder of BioSolutia Inc., a Delaware corporation, upon written request and without charge, and (d) agrees that it will promptly pay to the dissenting stockholders of such Delaware corporation the amount, if any, to which they shall be entitled under the provisions of the Delaware General Corporation Law with respect to the rights of dissenting stockholders.

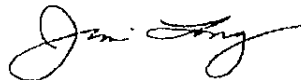
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 3<sup>d</sup> day of April, 2014.

BIOSOLUTIA INC., a Delaware corporation



By: \_\_\_\_\_  
James P. Long, Jr., President

BIOSOLUTIA INC., a Florida corporation



By: \_\_\_\_\_  
James P. Long, Jr., President

**Exhibit "A"**  
**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER made this 3d day of April, 2014 by and between BIOSOLUTIA INC., a Delaware corporation (the "Delaware Company"), and BIOSOLUTIA INC., a Florida corporation (the "Florida Company").

**Recitals:**

- A. The Delaware Company and the Florida Company (together, the "Merging Companies") desire that the Delaware Company merge with and into the Florida Company, a wholly-owned subsidiary of the Delaware Company.
- B. The respective directors and shareholders/stockholders of each of the Merging Companies have authorized and approved this Agreement and Plan of Merger.

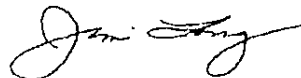
NOW THEREFORE, in consideration of the foregoing and the provisions hereinbelow, the parties hereto agree as follows:

- 1. The Delaware Company hereby merges into the Florida Company. The Florida Company shall survive the merger.
- 2. The Articles of Incorporation of the Florida Company as in effect on the date of the merger provided for herein shall continue in full force and effect, and the surviving entity shall be governed by Florida law and shall have as its purpose the continuation of the business heretofore conducted by the Delaware Company.
- 3. The manner of converting the outstanding shares of the capital stock of the Merging Companies shall be as follows:
  - a. Each share of the Florida Company's capital stock that is issued and outstanding immediately prior to the date on which the merger shall become effective shall, by virtue of the merger and without further action, cease to exist, and all stock certificates representing such shares shall be automatically cancelled.
  - b. Each share of the Delaware Company's capital stock that is issued and outstanding on the date of the merger shall by virtue of the merger and without further action, cease to exist and shall be converted into one (1) share of the Florida Company's capital stock identical as to class with that share being exchanged.
  - c. After the effective date of the merge, each holder of an outstanding stock certificate representing shares of the Delaware Company's capital stock shall surrender the same to the Florida Company and be entitled upon such surrender to receive a new stock certificate for the same number of shares of the Florida Company's capital stock.
- 4. The terms and conditions of the merger are as follows:

- a. The Bylaws of the Florida Company as they exist on the effective date of the merger shall be and remain the Bylaws following the merger.
  - b. The directors and officers of the Florida Company as they exist on the effective date of the merger shall be and remain the directors and officers following the merger.
  - c. The merger shall become effective upon filing of Articles of Merger with the Secretary of State of Delaware and with the Secretary of State of Florida.
  - d. Upon the effective date of the merger, all property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Delaware Company shall be transferred to, vested in and devolved upon the Florida Company without further act or deed and all property, rights and every other interest of the Delaware Company shall be as effectively the property of the Florida Company as they were of the Delaware Company prior to the merger. All rights of creditors of the Delaware Company shall be preserved unimpaired, and all debts, liabilities and obligations of the Delaware Company shall attach to the Florida Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it.
  - e. The Florida Company hereby agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligations of the Delaware Company and in any proceeding for the enforcement of the rights of a dissenting stockholder of the Delaware Company pursuant to Delaware law, and Irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such proceeding.
5. This Agreement and Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of Florida.

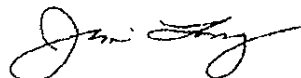
IN WITNESS WHEREOF, the parties hereto have caused this document to be executed by their duly authorized officers as of the date first written above.

BIOSOLUTIA INC., a Delaware corporation



By: \_\_\_\_\_  
James P. Long, Jr., President

BIOSOLUTIA INC., a Florida corporation



By: \_\_\_\_\_  
James P. Long, Jr., President