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→ Florida Department of State
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4/15/2021

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : FOLEY & LARDNER
Account Number : I19980000047
Phone : (407)423-7656
Fax Number : (407)648-1743

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: arecchio@foley.com

MERGER OR SHARE EXCHANGE

MyMD Pharmaceuticals (Florida), Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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Corporate Filing Menu

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Merger* pursuant to section 607.1105, Florida Statutes, when two or more entities merge. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

The document must be typed or printed and must be legible.

PLEASE NOTE: The term 'domestic' when used in this document is referring to a 'Florida' entity.

Pursuant to section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which the document is filed.

Filing Fee **\$35.00 for each merging and \$35 for each surviving entity** (Includes a letter of acknowledgment)

Certified Copy (optional) **\$8.75**

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MyMD Pharmaceuticals, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Taylor West

Contact Person

Haynes and Boone, LLP

Firm/Company

2323 Victory Ave., Suite 700

Address

Dallas, TX 75219

City/State and Zip Code

taylor.west@haynesboone.com

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

For further information concerning this matter, please call:

Taylor West

Name of Contact Person

At (**214**) **651-5140**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>MyMD Pharmaceuticals, Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P14000094207</u>

SECOND: The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>XYZ Merger Sub Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P20000086872</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED
15 APR 2021
PM 2:04
STATE
OF FL

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 16, 2021 at 4:04 p.m. EST

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

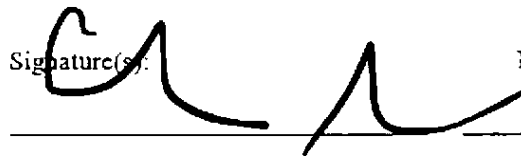
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

XYZ Merger Sub Inc.

MyMD Pharmaceuticals, Inc.

Signature(s):



Typed or Printed
Name of Individual:

Christopher C. Schreiber

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person


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EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 16, 2021 at 4:04 p.m. EST

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
XYZ Merger Sub Inc.		
MyMD Pharmaceuticals, Inc.		James A. Minicuci

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MYMD PHARMACEUTICALS, INC.

Pursuant to the provisions of Sections 607.1001, 607.1003, 607.1007 and 607.1101 of the Florida Business Corporation Act (the "**Act**"), MyMD Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that:

FIRST: This Corporation was originally incorporated pursuant to the Act on November 19, 2014 and assigned Document Number P14000094207 under the name "MyMD Pharmaceuticals, Inc." and that following the execution, delivery and filing of these Amended and Restated Articles of Incorporation, the name of the Corporation shall be "MyMD Pharmaceuticals (Florida), Inc."

SECOND: These Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the board of directors of the Corporation in lieu of a meeting on April 15, 2021, and by written consent of the shareholders of the Corporation in lieu of a meeting as of April 10, 2021. The number of votes cast for the amendment by the shareholders in a manner required by Chapter 607 of the Act and by the articles of incorporation was sufficient for approval.

THIRD: These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with the Act and shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida, and any other Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

FOURTH: The Articles of Incorporation of this corporation shall be amended and restated in its entirety to read as follows:

ARTICLE 1
NAME

The name of the Corporation is **MyMD Pharmaceuticals (Florida), Inc.**

ARTICLE 2
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 324 S. Hyde Park Avenue, Suite 350, Tampa, FL 33606.

ARTICLE 3
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301 and the name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 4
DURATION

The term of existence of the Corporation shall be perpetual.

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ARTICLE 5
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 6
CAPITAL STOCK

The Corporation shall have authority to issue ONE HUNDRED MILLION (100,000,000) shares of Common Stock having (\$.001) par value per share.

ARTICLE 7
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors (the "**Board of Directors**"). The number and manner of election or appointment of directors to the Board of Directors and their terms of office shall be as provided in the Bylaws, as hereinafter defined.

ARTICLE 8
BYLAWS

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the bylaws of the Corporation (the "**Bylaws**").

ARTICLE 9
INDEMNIFICATION

A. **Indemnification.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the 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 Sections 607.0851 and 607.0852 of the Act.

B. **Insurance.** The Corporation may, to the fullest extent permitted by applicable law, at any time without further shareholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. **Limitation of Director Liability.** The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended 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 Act, as so amended.

D. **Prospective Repeal or Amendment.** Any repeal or amendment of this Article 9 by the shareholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of

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a director's liability to the Corporation, existing at the time of such repeal or amendment.

ARTICLE 10
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws.

ARTICLE 11
CONSOLIDATION

These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

ARTICLE 12
EFFECTIVE DATE

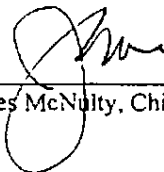
The effective date and time of these Amended and Restated Articles of Incorporation shall be April 16, 2021 at 4:04 p.m. EST.

[Signature Page Follows]

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 16th day of April, 2021.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



James McNulty, Chief Executive Officer

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ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article 3 of the foregoing Amended and Restated Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 16th day of April, 2021.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY

By: _____

Name: Jim DiVincenzo

Title: Assistant VP

