

PI5000050380

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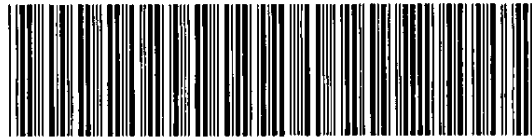
(Business Entity Name)

(Document Number)

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15 DEC 30 AM 8:14

SEC. OF STATE  
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Murphy  
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TK

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**DATE: 12-30-15**

**NAME: JUPITER ORPHAN THERAPEUTICS, INC.**

**TYPE OF FILING: MERGER**

**COST: 78.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Jupiter Orphan Therapeutics, 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:

Loraine Torres, Paralegal

\_\_\_\_\_  
Contact Person

Cooley LLP

\_\_\_\_\_  
Firm/Company

380 Interlocken Crescent, Suite 900

\_\_\_\_\_  
Address

Broomfield, CO 80021

\_\_\_\_\_  
City/State and Zip Code

c.rosen@jupiterorphan.com

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

For further information concerning this matter, please call:

Loraine Torres, Paralegal

\_\_\_\_\_  
Name of Contact Person

At ( 720 ) 566-4000

\_\_\_\_\_  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2015

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: JUPITER ORPHAN THERAPEUTICS, INC.  
Ref. Number: P15000050380

RECEIVED  
10 JAN -4 AM 9:54  
NOT RECORDED  
IN ACCOUNT OF  
SUFFICIENT FILING

We have received your document for JUPITER ORPHAN THERAPEUTICS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Plan of Merger was missing from the document.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 315A00027255

Please Keep Original file  
date.  
Thanks!

## **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)
Jupiter Orphan Therapeutics, Inc.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jupiter Orphan Therapeutics, Inc.	Florida	P15000050380

**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.

12:05 a.m. on  
**OR** 01 / 01 / 2016 (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.)

**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.

**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 January 1, 2016

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 December 30, 2015

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)

FILED  
15 DEC 30 AM 8:14  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title

Christer Rosén, President and CEO

Christer Rosén, President and CEO

## AGREEMENT AND PLAN OF MERGER

January 1, 2016

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is submitted in compliance with Section 607.1104 of the Florida Statutes and in accordance with the Delaware General Corporation Law and is made by and between Jupiter Orphan Therapeutics, Inc., a Florida corporation ("**FL Company**"), and Jupiter Orphan Therapeutics, Inc., a Delaware corporation and a wholly-owned subsidiary of the FL Company ("**DE Company**" and together with the FL Company, the "**Constituent Corporations**").

WHEREAS, the shareholders of FL Company and the sole stockholder of DE Company believe it is in the best interest of the Constituent Corporations for the FL Company to merge with and into the DE Company and for the DE Company to be the surviving corporation in the merger.

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained herein, the parties hereto agree as follows:

### ARTICLE I

#### 1.1 Names and Jurisdictions of Parent and Subsidiary Corporation.

(a) **Parent.** The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of the subsidiary corporation is Jupiter Orphan Therapeutics, Inc., a Florida corporation.

(b) **Subsidiary.** The name and jurisdiction of the subsidiary corporation is Jupiter Orphan Therapeutics, Inc., a Delaware corporation.

### ARTICLE II

#### 2.1 Merger of FL Company with and into DE Company.

(a) **Agreement to Acquire FL Company.** Subject to the terms of this Agreement, FL Company shall be merged with and into DE Company (the "**Merger**").

(b) **Effective Time of the Merger.** The Merger shall become effective upon the filing of a Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the Florida Secretary of State. The time of such filings is referred to as the "**Effective Time**."

(c) **Surviving Corporation.** At the Effective Time, FL Company shall be merged into DE Company and the separate corporate existence of FL Company shall thereupon cease. DE Company shall be the surviving corporation in the Merger (the "**Surviving Corporation**") and shall succeed, without other transfer, to all the rights, privileges, powers, franchises and property of FL Company (including, without limitation, any and all of FL

Company's right, title and interest in the FL Company Intellectual Property) and shall be subject to all the debts and liabilities of FL Company in the same manner as if the Surviving Corporation had itself incurred them. For purposes of this Agreement, "***FL Company Intellectual Property***" means and includes, without limitation, any patent, patent application, invention (whether or not patentable), invention disclosure, know-how, trade secret, information, proprietary right, trademark (whether or not registered), any and all agreements or arrangements pertaining thereto, and any other intellectual property right of any kind or nature.

**2.2 Effects of the Merger; Additional Actions.** The Merger shall have the effects set forth in §607.1106 of the Florida Statutes and §259 of the Delaware General Corporation Law.

### ARTICLE III

**3.1 Name of Surviving Corporation.** The name of the Surviving Corporation shall be "Jupiter Orphan Therapeutics, Inc."

**3.2 Certificate of Incorporation of Surviving Corporation.** At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall remain unchanged, until thereafter duly altered, amended or repealed as provided by applicable law.

**3.3 Bylaws of Surviving Corporation.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the same as the Bylaws of DE Company immediately prior to the Effective Time, until thereafter duly altered, amended or repealed as provided by applicable law.

**3.4 Officers and Directors of Surviving Corporation.** At the Effective Time, the officers and directors of the Surviving Corporation shall be the same as the officers and directors of DE Company immediately prior to the Effective Time, until their successors shall have been elected or appointed and qualified.

### ARTICLE IV

#### 4.1 Effect on the Capital Stock

(a) **FL Company.** At the Effective Time, by virtue of the Merger and without any action on the part of any party hereto or any holder thereof:

(i) **Common Stock.** Each share of capital stock, no par value per share, of FL Company issued and outstanding immediately prior to the Effective Time shall be exchanged for and converted into 10 fully paid and nonassessable shares of the Common Stock of the Surviving Corporation, par value \$0.0001 per share.

(ii) **Stock Certificates.** Following the Effective Time, each stock certificate of FL Company evidencing ownership of any such shares shall represent the right to receive such shares of capital stock of the Surviving Corporation as they are to receive in the Merger. Each stockholder shall promptly deliver to the Surviving



Corporation certificates evidencing shares of FL Company whereupon the Surviving Corporation shall deliver to them certificates evidencing such shares in the Surviving Corporation.

(b) **The Surviving Corporation.** The outstanding shares of the Surviving Corporation prior to the Merger shall be cancelled or terminated as of the Effective Time without consideration received in exchange therefor.

(c) **Dissenters' Rights, if applicable.**

(i) If applicable, shareholders of FL Company, who, except for the applicability of §607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to §607.1321 of the Florida Statutes may be entitled (if they comply with the provisions of Chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders) to be paid the fair market value of their shares.

(ii) Notwithstanding any provision herein to the contrary, if for any reason any holder of shares of the capital stock of FL Company shall become entitled to payment of the value of such shares pursuant to the provisions of §607-1301 et. seq. of the Florida Statutes by reason of the transactions contemplated by this Agreement, then such holder shall be entitled to receive such payment only and shall not be entitled to receive the consideration described in this Article.

## ARTICLE V

**5.1 Further Assurances.** From time to time, and when required by the Surviving Corporation or by its successors and assigns, the Surviving Corporation shall execute and deliver, or cause to be executed and delivered, such deeds and other instruments, and the Surviving Corporation shall take or cause to be taken such further and other action as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the FL Company and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are authorized fully in the name and on behalf of the FL Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**5.2 Termination.** Notwithstanding the approval of this Agreement by the shareholders of FL Company and the stockholders of DE Company, to the extent permitted by law, this Agreement may be terminated and abandoned at any time prior to the Effective Time by mutual consent of the Boards of Directors of FL Company and DE Company.


**5.2 Amendment.** To the extent permitted by law, this Agreement may be amended by the Boards of Directors of FL Company and DE Company at any time before or after approval hereof by the shareholders of FL Company and the stockholders of DE Company, but, after such approval, no amendment shall be made that by law requires the further approval of

such shareholders/stockholders without obtaining such approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

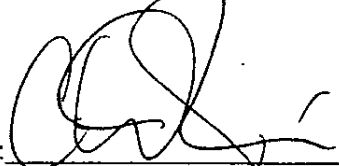
**5.3 Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

Jupiter Orphan Therapeutics, Inc.,  
a Florida corporation

By:   
Christer Rosén, President

Jupiter Orphan Therapeutics, Inc.,  
a Delaware corporation

By:   
Christer Rosén, President