

P15454

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Schering Corporation

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Merger @ 5/1/12

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April 30, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SCHERING CORPORATION
ONE MERCK DRIVE
WS3AB-05
WHITEHOUSE STATION, NJ 08889

SUBJECT: SCHERING CORPORATION
REF: P15454

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000118233
Letter Number: 912A00013009

RE-SUBMIT
Please retain original filing
date of submission 4/30

RECEIVED
12 MAY -1 AM 8:00
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE

5/1/12

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)
Schering Corporation	New Jersey	P15454

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Key Pharmaceuticals, Inc.	Florida	153593

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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: 5 / 1 / 2012 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 04/26/12 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 04/26/12 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

Schering Corporation

Arthur Ceconi, Jr.

Arthur Ceconi, Jr., Vice President, Tax

Key Pharmaceuticals, Inc.

Arthur Ceconi, Jr.

Arthur Ceconi, Jr., Vice President, Tax

AGREEMENT AND PLAN OF MERGER

of

**Key Pharmaceuticals, Inc.
Merck Sharp & Dohme Corp.
MSP Distribution Services (C) LLC
Schering-Plough International, Inc.
Schering-Plough Investment Co., Inc.
Schering-Plough Legislative Resources L.L.C.
The Summit Property Company, L.L.C.
White Laboratories, Inc.
with and into**

**Schering Corporation
(New Jersey Surviving Corporation)**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is dated as of this 26th day of April, 2012 by and among Key Pharmaceuticals, Inc. ("KEY"), a Florida Corporation; Merck Sharp & Dohme Corp., a New Jersey Corporation ("MSD"); MSP Distribution Services (C) LLC ("MSP"), a Nevada Limited Liability Company; Schering-Plough International, Inc., a Delaware Corporation; Schering-Plough Investment Co., Inc., a Delaware Corporation; Schering-Plough Legislative Resources L.L.C., a Delaware Limited Liability Company; The Summit Property Company, L.L.C., a Delaware Limited Liability Company; and White Laboratories, Inc., a New Jersey Corporation (collectively, the "MERGING ENTITIES") and Schering Corporation, a New Jersey corporation ("SCHERING").

WITNESSETH

WHEREAS, each of the MERGING ENTITIES other than MSD are wholly owned by SCHERING and the board of directors of SCHERING has determined to merge the MERGING ENTITIES with and into SCHERING, which will be the surviving corporation;

WHEREAS, the board of directors of MSD has determined that it is advisable and in the best interest of MSD to merge MSD with and into SCHERING, which will be the surviving corporation;

WHEREAS, the board of directors of KEY has determined that it is advisable and in the best interest of KEY to merge KEY with and into SCHERING, which will be the surviving corporation;

WHEREAS, the members of MSP have determined that it is advisable and in the best interest of MSP to merge MSP with and into SCHERING, which will be the surviving corporation;

WHEREAS, for United States federal income tax purposes, it is intended that the following Mergers will qualify as tax free liquidations within the meaning of section 332 of Internal Revenue Code of 1986, as amended (the "Code"), and that this Merger Agreement will be, and is hereby, adopted by each of the following MERGING ENTITIES as a plan of liquidation for purposes of the Code.

- Key Pharmaceuticals, Inc.
- Schering-Plough International, Inc.
- Schering-Plough Investment Co., Inc.
- White Laboratories, Inc.

WHEREAS, for United States federal income tax purposes it is intended that the Merger of MSD with and into SCHERING will qualify as a reorganization within the meaning of section 368(a) of the Code, and that this Merger Agreement will be, and is hereby, adopted by MSD as a plan of reorganization for purposes of the Code.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein, the parties to this Merger Agreement agree as follows:

1. As of May 1, 2012, at 3:01 a.m. EST (the "Effective Time") each of the MERGING ENTITIES shall be merged with and into SCHERING, which shall be the surviving corporation (the "Surviving Corporation") (the "Mergers").

2. At the Effective Time, by virtue of the Merger and without any action on the part of the MERGING ENTITIES or SCHERING or any other holder of capital stock or beneficial interests of the MERGING ENTITIES, each whole percentage interest (1%) and cash share of common stock issued and outstanding immediately prior to the Effective Time of each of the MERGING ENTITIES that has shares of common stock issued and outstanding shall automatically be exchanged for one share of common stock of SCHERING, and will immediately be cancelled or no longer issued or outstanding, and as a result of such exchange, at the Effective Time, there shall no longer be any issued and outstanding shares of the MERGING ENTITIES.

3. To the extent required by section 252(d) of the Delaware General Corporation Law, the Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any MERGING ENTITY, as well as for enforcement of any obligation of the Surviving Corporation arising from these mergers, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at The Corporation Trust Company, 820 Bear Tavern Road, West Trenton, NJ 08628, Phone: 609-538-1818.

4. The certificate of incorporation of SCHERING as it exists

immediately prior to the Effective Time shall be amended at the Effective Time, as set forth in the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

5. Any shareholders of Key Pharmaceuticals, Inc. that would be entitled to vote and dissent from the merger pursuant to section 1321 of the Florida Business Corporation Act may be entitled, if they comply with the provisions thereof, to be paid the fair value of their shares.

6. At any time prior to the Effective Time, any of the MERGING ENTITIES and/or SCHERING may terminate and abandon the Merger Agreement, in the case of the MERGING ENTITIES with respect to such MERGING ENTITY only, in which case the Merger will be terminated with respect to such MERGING ENTITY but not with respect to any other MERGING ENTITY.

[signature page follows]

KEY PHARMACEUTICALS, INC.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

MERCK SHARP & DOHME CORP.

By: 
Name: Mark E. McDonough
Title: Vice President & Treasurer

MSP DISTRIBUTION SERVICES (C) LLC

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax of Sole Member

SCHERING-PLOUGH INTERNATIONAL, INC.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

SCHERING-PLOUGH INVESTMENT CO., INC.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

SCHERING-PLOUGH LEGISLATIVE RESOURCES L.L.C.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

THE SUMMIT PROPERTY COMPANY, L.L.C.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

WHITE LABORATORIES, INC.

By: _____
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

KEY PHARMACEUTICALS, INC.

By: Arthur Ceconi, Jr.
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

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By: _____
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By: Arthur Ceconi, Jr.
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax

SCHERING CORPORATION,
As the surviving corporation

By: Arthur Ceconi, Jr.
Name: Arthur Ceconi, Jr.
Title: Vice President, Tax