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R. WHITE
DEC 22 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SGN NANOPHARMA 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:

NAVDEEP JAIKARIA

Contact Person

SGN NANOPHARMA INC

Firm/Company

3720 SPECTRUM BLVD SUITE 125

Address

TAMPA FLORIDA 33612

City/State and Zip Code

njaikaria@sgn.bio

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

For further information concerning this matter, please call:

NAVDEEP JAIKARIA

Name of Contact Person

At (609) 7122932

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

Ms Rebekah White

800-245-6050

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2017

NAVDEEP JAIKARIA
3720 SPECTRUM BLVD STE 125
TAMPA, FL 33612SUBJECT: SGN NANOPHARMA INC
Ref. Number: P17000037685

We have received your document for SGN NANOPHARMA INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article seven of the articles of merger must contain signatures for each corporation.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 117A00025122

12/21/2017

Kind Attn: Ms Rebekah White.

Attached signed Article seven by both corporations.

Request if you can consider the same for your records.

Thanking You,

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER

(Profit Corporations)

 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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)
SGN NANOPHARMA INC	FLORIDA	P17000037685

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SGN NANOPHARMA INC	NJ	0400235266

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 04/25/2017 (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 04/25/2017

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 04/25/2017

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)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & Title

SGN Nanopharma Inc - Florida

DocuSigned by:

Navdeep Jaikaria

F19D02189F0B481

Navdeep Jaikaria, Chairman and CEO

SGN Nanopharma Inc - New Jersey

DocuSigned by:

Navdeep Jaikaria

F19D02189F0B481

Navdeep Jaikaria, Chairman and CEO

EXHIBIT AAGREEMENT AND
PLAN OF MERGER

For The Merger Of

SGN Nanopharma Inc.
New Jersey Corporation

With and Into

SGN Nanopharma Inc.
Florida Corporation

THIS PLAN OF MERGER provides for the merger of SGN Nanopharma Inc., a New Jersey corporation; (such corporation being referred to as the "Merging Entities"), with and into SGN Nanopharma, Inc., a Florida Corporation (the "Surviving Corporation").

1. The names and places of incorporation/organization of the corporations proposing to merge are:

Name	Place of Incorporation/Organization
SGN Nanopharma Inc.	New Jersey- Fed ID: 26-2755353
SGN Nanopharma Inc.	Florida -FED ID:26-2755353

2. After the merger becomes effective, the name of the Surviving Corporation shall be SGN Nanopharma Inc.
3. The terms and conditions of the proposed merger are as follows:
 - (a) The effective date of the merger shall be the date specified in the Articles of Merger filed with the Florida State.
 - (b) Upon the consummation of the merger, the Surviving Corporation, in addition to continuing to possess all of its rights, privileges,

immunities and powers (subject to all its duties and liabilities prior to the merger), shall possess all the right, privileges, immunities and power of the Merging Entities and shall be subject to all the duties and liabilities of the Merging entities.

- (c) Upon the consummation of the merger, all and singular the rights, privileges, powers, and franchises and all property, real, personal or mixed, and all debts due on any account and all other things in action belonging to the Merging Entities shall be vested in the Surviving Corporation and shall not in and may be impaired by reason of the merger.
- (d) From and after the effective date of the merger, the Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligation of the Merging Entities and all rights of creditors and liens upon the property of the Merging Entities shall be preserved unimpaired against the Surviving Corporation after the merger.
- 4. Each share of the Merging Entities' common stock/units issued and outstanding immediately before the date specified as the effective time in the Articles of Merger filed with the Florida State, without any action on the part of the holder thereof, shall automatically be cancelled.
- 5. The Charter of the Surviving Corporation is in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's Charter until amended as provided by law, and the by-laws of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's by-laws until amended as provided in such by-laws or by law.

EXECUTED on April 25, 2017

SGN Nanopharma Inc.
(FLORIDA CORPORATION)

By: 

Name:

NANDEE S. JAIKARIA

Its:

PRESIDENT & CEO

SGN Nanopharma Inc.
(NJ CORPORATION)

By: 

Name:

NANDEE S. JAIKARIA

Its:

PRESIDENT & CEO