

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Summit Veterinary Pharmaceuticals, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Effective Date: July 1, 2019
and

Use submission date: June 25, 2019

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S. YOUNG

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19 JUN 25 AM 9:22

TALLAHASSEE, FLORIDA

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June 26, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SUMMIT VETERINARY PHARMACEUTICALS, INC.

3135 LAKEWOOD RANCH BLVD, SUITE 111

BRADENTON, FL 34211

SUBJECT: SUMMIT VETERINARY PHARMACEUTICALS, INC.

REF: P19000000381

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Shelia H Young
Regulatory Specialist II

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P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
SUMMIT PHARMACEUTICALS INC.,
A TEXAS CORPORATION,
WITH AND INTO
SUMMIT VETERINARY PHARMACEUTICALS, INC.,
A FLORIDA CORPORATION**

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SUMMIT VETERINARY PHARMACEUTICALS, INC., a Florida corporation ("SVP Florida"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of SUMMIT PHARMACEUTICALS INC., a Texas corporation ("SP Texas"), with and into SVP Florida. SVP Florida shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").
2. The effective date of the merger is July 1, 2019 (the "Effective Date").
3. Action by the sole shareholder of SVP Florida on this Plan of Merger is not required because the Articles of Incorporation of SVP Florida will not differ from its Articles before the merger, and the sole shareholder of SVP Florida whose shares were outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The Plan of Merger was approved by the sole shareholder and director of SP Texas by written consent dated June 6, 2019.
5. The Plan of Merger was approved by the sole shareholder and director of SVP Florida by written consent dated June 6, 2019.

IN WITNESS WHEREOF, these Articles of Merger have been executed on
June 6, 2019.

SP TEXAS:

Summit Pharmaceuticals Inc,
a Texas corporation

By: 

Stephen D. Organ
As Its President

SVP FLORIDA:

Summit Veterinary Pharmaceuticals, Inc.,
a Florida corporation

By: 

Stephen Daniel Organ
As its President

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EXHIBIT A
PLAN OF MERGER
OF
SUMMIT PHARMACEUTICALS INC,
A TEXAS CORPORATION,
WITH AND INTO
SUMMIT VETERINARY PHARMACEUTICALS, INC.,
A FLORIDA CORPORATION

SUMMIT PHARMACEUTICALS INC, a Texas corporation ("SP Texas"), and SUMMIT VETERINARY PHARMACEUTICALS, INC., a Florida corporation ("SVP Florida"), hereby adopt and approve the following plan as the Plan of Merger required by Section 10.001 of the Texas Business Organizations Code, and Section 607.1101, Florida Statutes (the "Plan of Merger"). The terms of the Plan of Merger are as follows:

1. Subject to and upon the terms and conditions of the Plan of Merger, and in accordance with Chapter 10 of the Texas Business Organizations Code, and the Florida Business Corporation Act, Chapter 607, of the Florida Statutes, on the Effective Date, SP Texas will be merged with and into SVP Florida, and the separate corporate existence of SP Texas will cease and SVP Florida will continue as the surviving corporation (the "Merger").
2. The Merger will be effective on July 1, 2019 (the "Effective Date").
3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan of Merger and the applicable provisions of the Texas Business Organizations Code and the Florida Business Corporation Act, Chapter 607, of the Florida Statutes. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges and powers of SP Texas will vest in SVP Florida, as the surviving corporation, and all liabilities and obligations of SP Texas will become the liabilities and obligations of SVP Florida, as the surviving corporation.
4. The Articles of Incorporation and the Bylaws of SVP Florida, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the Merger.
5. Each person who is a director or officer of SP Texas immediately prior to the Effective Date of the Merger will continue to be a director or officer of SVP Florida, the surviving corporation in such Merger, from and after the Effective Date of such Merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his death, resignation or removal.

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6. On the Effective Date of the Merger, by virtue of such Merger and without any action on the part of any shareholder of SP Texas, each share of common stock of SP Texas, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind therefor, and no shareholder of SP Texas, by virtue of such Merger, shall have the right to acquire shares, obligations or other securities in SP Texas.

7. The sole shareholder of SVP Florida, whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. Pursuant to Section 21.452 of the Texas Business Organizations Code, this Plan of Merger has been approved by the sole director of SP Texas, and submitted to and recommended to the sole shareholder of SP Texas by the sole director of SP Texas. The sole shareholder of SP Texas approved this Plan of Merger.

9. Pursuant to Section 607.1103, Florida Statutes, this Plan of Merger has been approved by the sole director of SVP Florida, and submitted to and recommended to the sole shareholder of SVP Florida by the sole director of SVP Florida. The sole shareholder of SVP Florida approved this Plan of Merger.

10. This Plan of Merger has been submitted to and approved by the sole director of SVP Florida. Action by the sole shareholder of SVP Florida on this Plan of Merger is not required because the Articles of Incorporation of SVP Florida will not differ from its Articles before the merger, and the shareholder of SVP Florida, whose shares were outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the Merger.

11. The sole director of each constituent corporation is hereby authorized to amend this Plan of Merger at any date prior to the Effective Date of the Merger, to the extent permitted by law.

12. There are no other terms or conditions to the merger.

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