

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DUSA PHARMACEUTICALS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "SUN PHARMACEUTICAL INDUSTRIES, INC." UNDER THE NAME OF "SUN PHARMACEUTICAL INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2024, AT 2:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2024 AT 12:01 O'CLOCK A.M.



7893212 8100M
SR# 20241172598

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203120011
Date: 03-26-24

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
DUSA PHARMACEUTICALS, INC.
(a New Jersey Corporation)
WITH AND INTO
SUN PHARMACEUTICAL INDUSTRIES, INC.
(a Delaware Corporation)

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the “DGCL”), Sun Pharmaceutical Industries, Inc., a Delaware corporation (the “Corporation”) originally incorporated on the 22nd day of February, 1984 A.D. under the laws of the State of Michigan and converted into a Delaware corporation on March 11, 2020, does hereby certify that:

FIRST: The names of each of the constituent corporations are as follows:

(a) Sun Pharmaceutical Industries, Inc., and

(b) DUSA Pharmaceuticals, Inc. (“DUSA”), a corporation incorporated under the laws of the State of New Jersey on the 21st day of February, 1991 A.D., pursuant to the provisions of the New Jersey Business Corporation Act.

SECOND: The Corporation is the parent corporation of, and owns one hundred percent (100%) of the outstanding shares of Common Stock of DUSA.

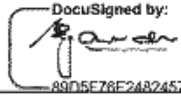
THIRD: The Board of Directors of the Corporation duly adopted the merger of DUSA with and into the Corporation, with the Corporation remaining as the surviving corporation (the “Merger”) by that certain written consent dated the 21st day of March, 2024 A.D., which consent contained the resolution set forth on Exhibit A attached hereto.

FOURTH: The effective date of the Merger is the 31st day of March, 2024 A.D. at 12:01 A.M. (ET), and the name of the surviving corporation shall remain: Sun Pharmaceutical Industries, Inc.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 26th day of March, 2024.

Sun Pharmaceutical Industries, Inc.

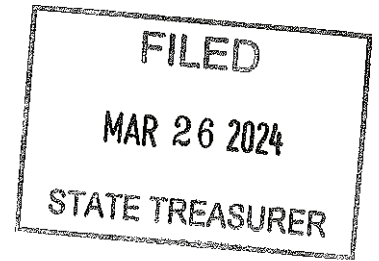
By:  89D5E78F2482457
Name: Abhay Gandhi
Title: President, Chief Executive Officer

Signature Page to Certificate of Ownership and Merger

Exhibit A

Resolution of the Board of Directors of Sun Pharmaceutical Industries, Inc.

“**RESOLVED**, that DUSA be merged with and into the Corporation, and that the Corporation assumes all of the estate, property, rights, privileges, and franchises, as well as the liabilities and obligations of DUSA as of the Effective Date (as such term is defined in the Plan of Merger), whereupon the separate existence of DUSA shall cease and the Corporation shall continue as the surviving corporation.”



CERTIFICATE OF MERGER
OF
DUSA PHARMACEUTICALS, INC.
(NJ Entity ID Number 0100476008)

WITH AND INTO
SUN PHARMACEUTICAL INDUSTRIES, INC.
(NJ Entity ID Number 0101055400)

March 26, 2024

The undersigned, in order to effect a merger in accordance with provisions of §§ 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act (the “NJBCA”) and § 253 of the Delaware General Corporation Law (the “DGCL”), hereby certify as follows:

FIRST: DUSA Pharmaceuticals, Inc., a New Jersey corporation (the “Merging Corporation”), is merging (the “Merger”) with and into Sun Pharmaceutical Industries, Inc., a Delaware corporation (the “Surviving Corporation”). The surviving entity in the Merger shall be Sun Pharmaceutical Industries, Inc.

SECOND: The Agreement and Plan of Merger, dated as of March 26, 2024, pursuant to which the Merger will be effected is annexed hereto as Exhibit A (the “Plan of Merger”).

THIRD: The Plan of Merger was approved by the board of directors of the Surviving Corporation without a meeting by unanimous written consent pursuant to § 141(f) of the DGCL on March 21, 2024.

FOURTH: The number of outstanding shares of the Merging Corporation is One Hundred Million (100,000,000) shares of Common Stock, all of which are owned by the Surviving Corporation.

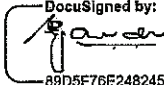
FIFTH: The effective date of the Merger is the 31st day of March, 2024 A.D. at 12:01 A.M. (ET).

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the parties hereto, as of the day and year first written above.

SURVIVING CORPORATION:

SUN PHARMACEUTICAL INDUSTRIES, INC.

By:  _____
Name: Abhay Gandhi
Title: President, Chief Executive Officer

MERGING CORPORATION:

DUSA PHARMACEUTICALS, INC.

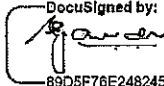
By:  _____
Name: Abhay Gandhi
Title: President

EXHIBIT A

Plan of Merger

(See attached)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this “Agreement”) is made and entered into on March 26, 2024 between DUSA Pharmaceuticals, Inc., a New Jersey corporation (“Subsidiary”), and Sun Pharmaceutical Industries, Inc., a Delaware corporation (the “Parent”).

WHEREAS, Subsidiary is a wholly-owned subsidiary of the Parent; and

WHEREAS, the Parent and Subsidiary believe that it is in its best interest of each of them that Subsidiary be merged with and into the Parent pursuant to the New Jersey Business Corporation Act (the “NJBCA”), including without limitation §§ 14A:10-5.1 and 14A:10-7 of the NJBCA, and § 253 of the Delaware General Corporation Law (the “DGCL”), with the Parent being the Surviving Corporation (as defined below), upon the terms and conditions set forth herein; and

WHEREAS, the board of directors of the Parent has adopted resolutions approving the Merger (as defined below) and the execution and delivery of this Agreement;

NOW THEREFORE, in consideration of the forgoing and the terms and conditions contained herein, the parties hereto agree as follows:

1. **The Merger**. Upon the terms and conditions of this Agreement, on the Effective Date (as defined below), Subsidiary shall be merged with and into the Parent (the “Merger”) and the Parent shall be the surviving corporation (hereinafter, the “Surviving Corporation”) and shall continue its existence under the laws of the State of Delaware. On the Effective Date, the separate existence of Subsidiary shall cease (hereinafter, the “Merging Corporation”).

2. **Effective Date**: The Merger shall be effected by the filing of a Certificate of Ownership and Merger merging DUSA Pharmaceuticals, Inc. into Sun Pharmaceutical Industries, Inc. signed on behalf of the Parent with the Secretary of State of Delaware in accordance with the provisions of the DGCL (the “Delaware Certificate of Merger”) and the filing of a Certificate of Merger signed on behalf of both the Parent and Subsidiary with the State of New Jersey in accordance with the provisions of the NJBCA (the “New Jersey Certificate of Merger”). The Parent and Subsidiary shall cause the Delaware Certificate of Merger and the New Jersey Certificate of Merger to be filed promptly after the execution of this Agreement. The effective date of the Merger shall be the 31st day of March, 2024 A.D. at 12:01 A.M. (ET) (the “Effective Date”).

3. **Certificate of Incorporation, Bylaws, Directors and Officers**. The bylaws, as amended, of the Parent, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Corporation. The directors and officers of the Parent immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal. The Certificate of Incorporation, as amended, of the Parent, as in effect immediately prior to the Effective Date, shall be the certificate of incorporation of the Surviving Corporation.

4. **Conversion of Outstanding Securities of Merging Corporation.** As of the Effective Date, by virtue of the Merger and without any further action on the part of the Surviving Corporation or the Merging Corporation, (i) all issued and outstanding securities of the Merging Corporation shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefore and (ii) all issued and outstanding securities of the Parent shall remain unchanged.

5. **Vesting of Property Interests upon the Effective Date.** Immediately upon the Effective Date, without limiting the force and effect of any applicable provisions of the DGCL or the NJBCA with respect to the legal effect of the Merger, all the real and personal property rights and interests, privileges, franchises, patents, trade secrets, confidential information, trademarks, licenses, registrations and all other legal rights and assets of every kind and description of the Merging Corporation, whether tangible or intangible, shall be automatically transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and all property, rights and every other interest of the Surviving Corporation and of the Merging Corporation shall be as effectively the property of the Surviving Corporation as they theretofore were of the Surviving Corporation and the Merging Corporation, respectively.

6. **Contracts.** Immediately upon the Effective Date, without limiting the force and effect of any applicable provisions of either the DGCL or the NJBCA, with respect to the legal effect of the Merger, all of the contracts and agreements to which the Merging Corporation is a party shall be automatically assumed by the Surviving Corporation. Without limiting the generality of the prior sentence, the Surviving Corporation shall be bound by, and hereby agrees to honor, the terms and conditions to which the Merging Corporation is subject as of the Effective Date.

7. **Termination or Amendment of Agreement.**

(a) At any time prior to the Effective Date, this Agreement may be terminated by the Board of Directors of the Surviving Corporation or the Merging Corporation.

(b) At any time prior to the Effective Date, this Agreement may be amended by the Board of Directors of the Surviving Corporation and the Merging Corporation.

8. **Entire Agreement.** This Agreement constitutes the entire agreement by and between the parties hereto with respect to the matters herein contemplated. This Agreement supersedes all previous agreements, negotiations and commitments in respect thereto.

9. **Further Assurances.** The Merging Corporation hereby agrees from time to time as and when requested by the Surviving Corporation or by its successors and assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in, and confirm to, the Surviving Corporation, title to and possession of any and all property of the Merging Corporation acquired or to be acquired by reason or as a result of the Merger and otherwise to carry out all of the intents and purposes hereof. In furtherance of the foregoing, each of the parties hereto agrees to execute and deliver to, or file with, appropriate

governmental authorities such additional instruments as may be reasonably required in connection with the consummation of the Merger contemplated hereby.

10. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors in interest.

11. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties hereto, as of the day and year first written above.

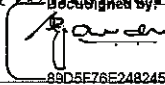
SURVIVING CORPORATION:

SUN PHARMACEUTICAL INDUSTRIES, INC.

By: 
DocuSigned by:
89D5F76E2482457
Name: Abhay Gandhi
Its: President, Chief Executive Officer

MERGING CORPORATION:

DUSA PHARMACEUTICALS, INC.

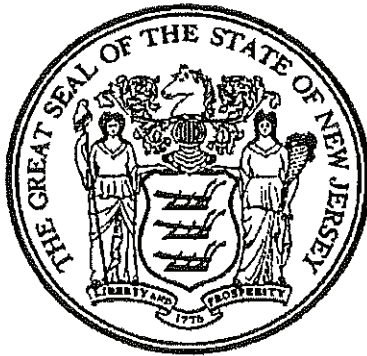
By: 
DocuSigned by:
89D5F76E2482457
Name: Abhay Gandhi
Its: President

[Signature Page to Agreement and Plan of Merger]

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0101055400

SUN PHARMACEUTICAL INDUSTRIES, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
March 26, 2024
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 145641694

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
2nd day of April, 2024*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer