F12000000278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

dcc 9/18

progenity™

Diane Cushing,
Regulatory Specialist II Supervisor
Florida Department of State
Division of Corporations

F12000000278

Monday, September 09, 2013

Dear Diane,

It was a pleasure to talk to you today and again, thank you so much for your help in resolving the miscommunication. I was unaware of the change from a California to Delaware corporation, which occurred in January, 2012, - a long time before I arrived in Michigan!

Please find the appropriate forms to document our name change to Progenity Inc, including a copy of the Certificate of Amendment with the State of Delaware. Your correspondence of August 21st also acknowledged our payment of $52.50 sent with the initial application, and a copy of the check is included.

Please let me know if you have any questions or need additional information, Diane.

Sincerely,

T R Webster M.A. HT (ASCP)
Vice President, Operations

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13 SEP 16 AM 10:43
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TALLAHASSEE, FLORIDA

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13 SEP 16 AM 8:22
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TALLAHASSEE, FLORIDA

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# COVER LETTER

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** Ascendant MDX inc
Name of Corporation

**DOCUMENT NUMBER:** F12000000278

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Howard Slutsky
Name of Contact Person

Progenity inc
Firm/Company

5230 South State St
Address

Ann Arbor, MI 48108
City/State and Zip Code

howard.slutsky@progenity.com ✓
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Tim Webster at (734) 794 0633
Name of Contact Person — Area Code & Daytime Telephone Number

~~Enclosed is a~~ check for the following amount: submitted previously.

☐ $35.00 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

☒ $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Street Address:**
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

# PROFIT CORPORATION
# APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

13 SEP 16 AM 10: 43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## SECTION I
**(1-3 MUST BE COMPLETED)**

F 12000000278
(Document number of corporation (if known))

1. Ascendant MDX inc
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 1/16/2012
(Date authorized to do business in Florida)

## SECTION II
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/1/2013

5. Progenity Inc
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

Perpetual
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Howard Slutsky
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)

# Delaware



*The First State*

*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 AMENDMENT OF "ASCENDANT MDX, INC.", CHANGING ITS NAME FROM "ASCENDANT MDX, INC." TO "PROGENITY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2013, AT 7:56 O'CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.*

FILED
13 SEP 16 AM 10:43
TALLAHASSEE, FLORIDA

Jeffrey W. Bullock, Secretary of State

*5092923 8100* *AUTHENTICATION: 0634261*

*130946796* *DATE: 08-01-13*

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:11 PM 08/01/2013
FILED 07:56 PM 08/01/2013
SRV 130946796 - 5092923 FILE

# CERTIFICATE OF AMENDMENT
# OF
# CERTIFICATE OF INCORPORATION
# OF
# ASCENDANT MDX, INC.

**(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)**

ASCENDANT MDX, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

**FIRST**: That the name of this corporation is Ascendant MDx, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on January 9, 2012 under the name Ascendant MDx, Inc.

**SECOND**: That the Board of Directors of this corporation duly adopted resolutions proposing to amend the Certificate of Incorporation of this corporation, declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, and authorizing the officers of this corporation to solicit the requisite consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

> **RESOLVED**, that Article I of the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:
>
> **ARTICLE I**
>
> The name of this corporation is Progenity, Inc. (the "Corporation").

* * * * * *

**THIRD**: That this Certificate of Amendment of Certificate of Incorporation has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law.

**IN WITNESS WHEREOF**, this Certificate of Amendment of Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 25 day of July, 2013.

By: ______________________
Eric Fox
Vice President of Finance and Corporate Secretary

*[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF ASCENDANT MDX, INC.]*