

N94 000004862

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

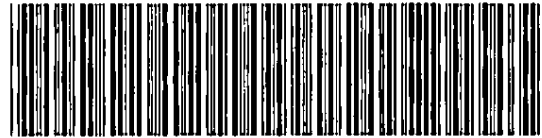
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200363598402

04/15/21--01034--011 **52.50

R. WHITE
JUN 3 2021

Salter-Feiber

ATTORNEYS AT LAW

April 14, 2021

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street
Suite 810
Tallahassee, FL 32303

RE: Regenerative Biologics Inc. Amended and Restated Articles of Incorporation. Document Number: N94000004862

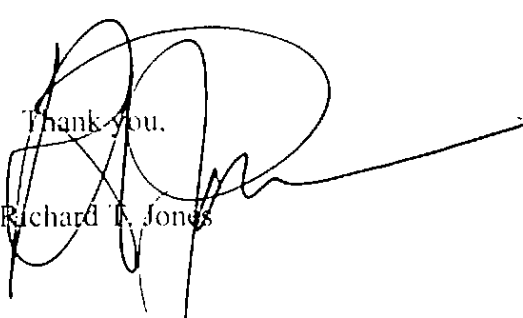
The Amended Articles are attached to this letter along with our firm check number 3401 payable to the Florida Department of State in the amount of \$52.50 as the filing fee, the cost of a certificate of status and the cost of a certified copy of the Articles which are submitted with this letter.

I request that the enclosed Amended and Restated Articles of Incorporation of Regenerative Biologics Inc. be appropriately filed in the records of the Division of Corporations.

Please return all documents and correspondence concerning this matter to Richard T. Jones of Salter Feiber Law Firm, 3940 NW 16th Blvd. Building B, Gainesville, FL, 32605. My email address is richardj@salterlaw.net and my direct telephone line in Gainesville is 352-416-0424. For further information concerning the Amended and Restated Articles, please call Sandy McCann, Executive Vice President of RBI. She may be reached at 352-248-2114 which is her day time telephone number.

Thank you.

Richard T. Jones



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REGENERATIVE BIOLOGICS, INC.

2021 11 11 11:10

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act. Pursuant to the provisions of section 617.1006 of the Statutes the undersigned officer and directors adopt these Articles of Amendment as its Articles and repeal the original articles and all amendments to the original articles.

ARTICLE I

The name of the corporation is Regenerative Biologies, Inc.

ARTICLE II

The corporation's principal office address is:

6241 NW 23rd Street, Suite 500,
Gainesville, Florida 32653

ARTICLE III

Purposes

Section 1. This corporation is organized and shall be operated exclusively for research, educational and services related to human tissue transplantation and not for pecuniary profit. The purposes of this corporation include the procurement, processing, and distribution of human tissue for transplantation.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No substantial part of the corporation's activities shall be the carrying on of the program of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for political office. The corporation shall conduct its activities without regard to race, creed, age, sex, religion, or national origin.

ARTICLE IV

Powers

This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida. The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the incorporators, members, directors, and officers shall not be liable for the debts of the corporation. No part of the net earnings shall inure to the benefit of any individuals, except that this corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

ARTICLE V

Incorporator

The name and residence of the incorporator is:

Lawrence A. Hopkins
6241 NW 23rd Street, Suite 500
Gainesville, FL 32653

ARTICLE VI

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the scientific, educational, and service purposes of the corporation and who

meet such eligibility requirements as may be prescribed in the bylaws of the corporation adopted by the Board of Directors of the Corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner authorized by the Board of Directors.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation adopted by the Board of Directors.

ARTICLE VII

Manner of Election

Board of Directors

Section 1. The Board of Directors of the corporation shall consist of not less than three (3) persons who shall be chosen as provided in the bylaws.

Section 2. The Board of Directors may, pursuant to a resolution adopted by a majority of the full Board, may designate three or more of its members to constitute an Executive Committee to be chaired by the President, which, to the extent provided in such resolution, may exercise the powers of the Board.

ARTICLE VIII

Initial Officers

Section 1. The officers of this corporation shall be a President and Secretary, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointment them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX

Location of Registered Office and

Registered Agent

The address of the registered office of this corporation is 6241 NW 23rd Street, Suite 500, Gainesville, Florida 32653 and the name of the registered agent at such address is Lawrence A. Hopkins.

ARTICLE X

Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors at the same meeting in which these Amended Articles are adopted. Such by laws may be amended or repealed, in whole or in part, by the Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and adopted by a vote of two-thirds (2/3) of the Directors.

ARTICLE XII

Term of Existence

This corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

ARTICLE XIII

Dissolution

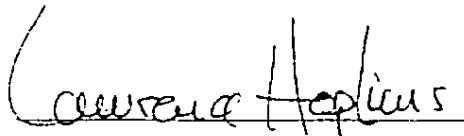
Upon dissolution or winding up of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed one or more domestic foreign corporations, trusts, societies or organizations engaged in activities substantially similar this corporation provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of the subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, education, and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last

Board of Directors, and none of the assets will be distributed to any members, Directors or officers of this corporation.

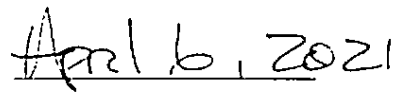
The attached Amended Articles of Incorporation of Regenerative Biologics, Inc. are adopted;

The undersigned being of all of the Board of Directors of the corporation consent, pursuant to Section 617.1006 of Florida Statutes, to the adoption of the following resolution in lieu of a meeting of the Board of Directors.

Resolved, the existing Articles of Incorporation are repealed in their entirety and the foregoing five pages of Articles of incorporation are adopted this 2nd day of April, 2021.



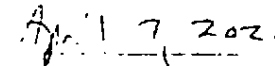
Lawrence Hopkins



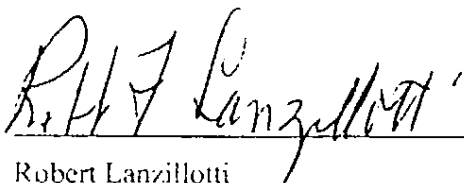
Date



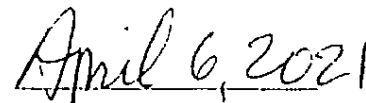
Jack K...



Date



Robert Lanzillotti



Date

I submit this document and affirm the facts stated herein as true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony of provided for in S. 817.155, F.S.

Lawrence Hopkins April 6, 2021

Lawrence A. Hopkins

Date

Signature of Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lawrence Hopkins April 6, 2021

Lawrence A. Hopkins

Date

Signature of Registered Agent