

PO1000047112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

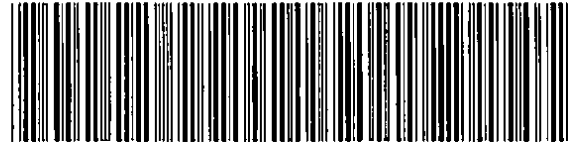
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer.

Office Use Only



400377209724

RECEIVED

2021 DEC 27 AM 9:28

SECRETARY OF STATE

RECEIVED

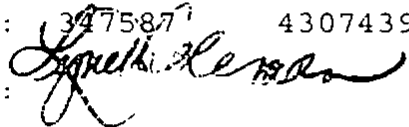
2021 DEC 27 AM 11:57

MAILING UNIT

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 347587 4307439

AUTHORIZATION : 

COST LIMIT : \$ 35.00

-----  
ORDER DATE : December 22, 2021

ORDER TIME : 9:54 AM

ORDER NO. : 347587-005

CUSTOMER NO: 4307439  
-----

DOMESTIC AMENDMENT FILING

NAME: TISSUETECH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** TissueTech, Inc.

**DOCUMENT NUMBER:** P01000047112

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Firm/ Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/ State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                          |                                                                        |                                                                                                     |                                                                                                                            |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

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

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

TissueTech, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P01000047112

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT        John Doe

X Remove                    V        Mike Jones

X Add                        SV        Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	N/A		
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

2021 DEC 27 PM 9:28  
SECRETARY  
TAMARA B. BROWN

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

Section 3.2.1 of Article B, PREFERRED STOCK of the Third Amended and Restated Articles of Incorporation of TissueTech, Inc., filed with the State of Florida Department of State on April 5, 2019, is hereby amended, restated and replaced in its entirety as set forth at Exhibit A hereto.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

N/A

2021 DEC 27 AM 9:28  
SECRET  
TAL 100-311718

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: N/A  
(no more than 90 days after amendment 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.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_  
(voting group)

Dated December 16th, 2021

Signature \_\_\_\_\_  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Amy Tseng

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

SECRET

2021 DEC 27 PM 9:28

611-750

**Exhibit A**  
**to Articles of Amendment of Articles of Incorporation of**  
**TissueTech, Inc.**

3.2.1 As of the Series C Original Issue Date the Board of Directors of the Corporation shall be comprised of seven (7) directors (subject to any vacancies pursuant to Subsection 3.2.2). The holders of record of the shares of Series C Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation for so long as there are issued and outstanding at least 50% of the total number of shares of such series of Preferred Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock) and one (1) director of the Corporation for so long as there are issued and outstanding at least 25% of the total number of shares of such series of Preferred Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock); the holders of record of the shares of Series B Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation for so long as (x) there are issued and outstanding at least 25% of the total number of shares of Series B Preferred Stock that were outstanding as of the close of business on the Series B Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock) and (y) the holders of Series B Preferred Stock as of the Series C Original Issue Date (for avoidance of doubt, after giving effect to the consummation of the transactions contemplated under the RC Redemption Agreement (as defined below)) hold at least 50% of the shares of Series B Preferred Stock they held on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock); the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect three (3) directors of the Corporation; and, the holders of record of Common Stock and of any other class or series of voting stock (including Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation which director shall be independent and not employed by or otherwise an Affiliate of the Corporation or any owner of Preferred Stock (and preferably have industry knowledge and experience); provided, however, that from and after January 10, 2021, the Board of Directors of the Corporation shall be comprised of eight (8) directors (subject to any vacancies pursuant to Subsection 3.2.2) and:

(a) From and after January 10, 2021 until the fifth (5<sup>th</sup>) anniversary of the Series C Original Issue Date, The holders of record of the shares of Series C Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation for so long as there are issued and outstanding at least 50% of the total number of shares of such series of Preferred Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock) and one (1) director of the Corporation for so long as there are issued and outstanding at least 25% of the total number of shares of such series of Preferred



Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock); the holders of record of the shares of Series B Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation for so long as (x) there are issued and outstanding at least 25% of the total number of shares of Series B Preferred Stock that were outstanding as of the close of business on the Series B Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock) and (y) the holders of Series B Preferred Stock as of the Series C Original Issue Date (for avoidance of doubt, after giving effect to the consummation of the transactions contemplated under the RC Redemption Agreement (as defined below)) hold at least 50% of the shares of Series B Preferred Stock they held on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock); the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect three (3) directors of the Corporation; the holders of record of Common Stock and of any other class or series of voting stock (including Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation which director shall be independent and not employed by or otherwise an Affiliate of the Corporation or any owner of Preferred Stock (and preferably have industry knowledge and experience); and the holders of record of Common Stock and of any other class or series of voting stock (including Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation which director shall be the then-serving President and Chief Executive Officer of the Corporation.

(b) From the fifth (5<sup>th</sup>) anniversary of the Series C Original Issue Date holders of record of the shares of Series C Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation for so long as there are issued and outstanding at least 50% of the total number of shares of such series of Preferred Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock) and one (1) director of the Corporation for so long as there are issued and outstanding at least 25% of the total number of shares of such series of Preferred Stock that were outstanding as of the close of business on the Series C Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series C Preferred Stock); the holders of record of the shares of Series B Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation for so long as (x) there are issued and outstanding at least 25% of the total number of shares of Series B Preferred Stock that were outstanding as of the close of business on the Series B Original Issue Date (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock) and (y) the holders of Series B Preferred Stock as of the Series C Original Issue Date (for avoidance of doubt, after giving effect to the consummation of the transactions contemplated under the RC Redemption Agreement) hold at least 50% of the shares of Series B Preferred Stock they held on the Series C Original Issue Date (subject

to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification, or similar event affecting the Series B Preferred Stock); the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation; the holders of record of Common Stock and of any other class or series of voting stock (including Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect two (2) directors of the Corporation which directors shall each be independent and not employed by or otherwise an Affiliate of the Corporation or any owner of Preferred Stock (and preferably have industry knowledge and experience); and the holders of record of Common Stock and of any other class or series of voting stock (including Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation which director shall be the then-serving President and Chief Executive Officer of the Corporation.

For purposes of the Articles of Incorporation, "**RC Redemption Agreement**" means the Redemption Agreement, dated on or around the date of the Articles of Incorporation, between the Company and each of River Cities Capital Fund V, L.P., River Cities Capital Fund V (NQP), L.P. and River Cities Financial Institutions Fund V, L.P.

2021 DEC 27 AM 9:28  
STOCK  
FRI 11/19/21