

3/17/2021

PO7000018312

Division of Corporations

## Florida Department of State

Division of Corporations

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(((H21000108140 3)))



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M2GEN, CORP.**

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MAR 18 2021  
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H21000108140 3

FOURTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
M2GEN, CORP.

(Pursuant to Section 607.1007, Florida Statutes)

M2Gen, Corp., a Florida Profit Corporation (the "**Corporation**") organized and existing under and by virtue of the provisions of the Business Corporation Act of the State of Florida (the "**General Corporation Law**").

The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 6, 2007, Document No. P07000018312. The First Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 16, 2014, Document No. P07000018312. The Second Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 1, 2017, Document No. P07000018312. The Third Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 18, 2017, Document No. P07000018312.

These Fourth Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, the First Amended and Restated Articles of Incorporation, the Second Amended and Restated Articles of Incorporation, the Third Amended and Restated Articles of Incorporation, and all amendments to them, were adopted by the shareholders of the Corporation and the number of votes cast was sufficient for approval. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full.

ARTICLE I  
NAME

The name of this corporation is M2Gen, Corp.

ARTICLE II  
CORPORATE PURPOSES

The Corporation is organized and shall be operated to support the development of a delivery system for personalized cancer care and for all other lawful purpose permitted by Chapter 607, Florida Statutes.

ARTICLE III  
POWERS OF THE CORPORATION

The Corporation shall have all of the corporate powers provided by law and in furtherance of and only limited by the purposes described in Article II of these Articles.

H21000108140 3

#### ARTICLE IV CAPITAL STOCK

The total number of shares of all classes and series of stock which the Corporation shall have authority to issue is 12,000 shares of Common Stock, \$1.00 par value per share. The previously authorized and issued Preferred Stock and designation of such shares as Series A Preferred Stock, including the rights and preferences of such previously designated Series A Preferred Stock, are hereby deleted in their entirety and shall no longer have any force or effect as any previously issued and outstanding shares of Series A Preferred Stock have been surrendered and cancelled.

#### ARTICLE V DURATION

The Corporation shall have perpetual existence.

#### ARTICLE VI INCORPORATOR

The name and address of the Incorporator of the Corporation is:

H. Lee Moffitt Cancer Center and Research Institute, Inc.  
12902 Magnolia Drive Tampa, Florida 33612

#### ARTICLE VII REGISTERED OFFICE AND AGENT

The Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of the General Counsel of the Corporation and hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected. The principal office of the Corporation shall be c/o of Shumaker, Loop & Kendrick, LLP, Bank of America Plaza, Suite 2800, 101 East Kennedy Boulevard, Tampa, FL 33602, unless otherwise changed by a majority vote of the Board.

#### ARTICLE VIII BYLAWS

Subject to any additional vote required by the Articles of Incorporation, Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board at any regular or special meeting of the Board or by a majority vote of the shareholders of the Corporation.

#### ARTICLE IX DIRECTORS AND OFFICERS

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. The officers of the Corporation may include

H21000108140 3

President/Chief Executive Officer, one or more Vice-Presidents, a Secretary, Treasurer and such other officers as the Board may appoint from time to time in accordance with the Bylaws. Each director will be entitled to vote in accordance with the Bylaws.

#### ARTICLE X MEETINGS OF SHAREHOLDERS

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

#### ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify, including advancing the expenses of, any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

\* \* \*

The foregoing amendment and restatement was adopted by the shareholders of the Corporation and the number of votes cast for the amendment and restatement was sufficient for approval.

H21000108140 3

H21000108140 3

**IN WITNESS WHEREOF**, this Fourth Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 17 day of March, 2021.

M2Gen, Corp.

A handwritten signature in black ink, appearing to read "Helge Bastian", is written over a horizontal line.

By: \_\_\_\_\_  
Helge Bastian, PhD., President and Chief  
Executive Officer

H21000108140 3