

P09000077686

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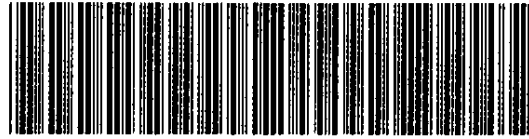
(Business Entity Name)

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10 JUN 14 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
HRS
6/17

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Brickell Biotech, Inc.

DOCUMENT NUMBER: P09000077686

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

Please return all correspondence concerning this matter to the following:

Richard C. Bulman, Jr.

Name of Contact Person

Bulman Business & Technology Law

Firm/ Company

612 Southeast Fifth Avenue, Suite 1

Address

Fort Lauderdale, FL 33301

City/ State and Zip Code

rbulman@beyondrnd.com

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

For further information concerning this matter, please call:

Richard C. Bulman, Jr.

Name of Contact Person

at (954) 357-1822

Area Code & Daytime Telephone Number

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

☒ \$35 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

Articles of Amendment
to
Articles of Incorporation
of

Brickell Biotech, Inc.

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

P09000077686

(Document Number of Corporation (if known))

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10 JUN 14 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached

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)

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BRICKELL BIOTECH, INC.**

FILED
10 JUN 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as President of Brickell Biotech, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Brickell Biotech, Inc. The Corporation's Articles of Incorporation (Doc. No. P09000077686) were originally filed with the Secretary of State of the State of Florida on September 17, 2009.

2. Pursuant to section 607.1006 of the Florida Statutes, the Corporation hereby adopts the following Amendment to the Articles of Incorporation of Brickell Biotech, Inc., (the "Amendment"):

Article IX

Indemnification

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to whom the Florida Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Florida Business Corporation Act.

3. The Amendment to Article IX was adopted unanimously by the Board of Directors of the Corporation via unanimous written consent dated June 8, 2010.

4. The Amendment to Article IX was approved unanimously by the shareholders of the Corporation through Section 3.3 of the Amended and Restated Shareholders Agreement dated June 8, 2010.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation has been signed by the President of the Corporation this 8th day of June, 2010, whereby he affirms that the statements made herein are true under the penalties of perjury.

BRICKELL BIOTECH, INC.



Reginald L. Hardy, President

The date of each amendment(s) adoption: June 8, 2010

Effective date if applicable: June 8, 2010 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ 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)

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

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

Dated June 10, 2010

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)

Reginald L. Hardy

(Typed or printed name of person signing)

President

(Title of person signing)