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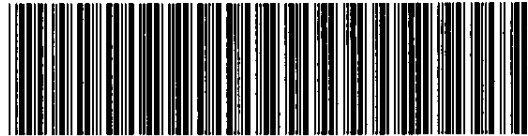
(Business Entity Name)

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Amended &
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2012 JAN - 6 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOR
1/10/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Biologic Therapies, Inc

DOCUMENT NUMBER: P11000043824

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

Please return all correspondence concerning this matter to the following:

Karen Rodgers

Name of Contact Person

Biologic Therapies, Inc

Firm/ Company

5817 NW 44th Ave

Address

Ocala, FL 34482

City/ State and Zip Code

Karen@Scorpionperformance.com

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

For further information concerning this matter, please call:

Karen Rodgers

Name of Contact Person

at (352) 512-0800

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
enclosed)

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
(Additional Copy

☐ \$52.50 Filing Fee
Certificate of Status
Certified 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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF BIOLOGIC THERAPIES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of Biologic Therapies, Inc., a Florida corporation (the "Company"), hereby certifies that the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation of the Company as follows:

ARTICLE 1. NAME

The name of the Company is Biologic Therapies, Inc.

ARTICLE 2. DURATION

The term of existence of the Company is perpetual.

ARTICLE 3. PURPOSE

The Company may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act, as amended (the "Act").

ARTICLE 4. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company is 5817 NW 44 Avenue, Ocala, FL 34482 or such other place as the Board of Directors may designate from time to time.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the Company's registered office is 5817 NW 44 Avenue, Ocala, FL 34482 or such other place as the Board of Directors may designate from time to time. The name of the Company's registered agent at this office is Karen Rodgers.

ARTICLE 6. CAPITAL STOCK

(a) General.

(i) The maximum number of shares that this Company shall be authorized to issue and have outstanding at any one time shall be (i) One Hundred Million (100,000,000) shares of Common Stock, \$.0001 par value (the "Common Stock"); and (ii) Ten Million (10,000,000) shares of Preferred Stock, \$.0001 par value (the "Preferred Stock").

(ii) Subject to approval as set forth in Section 7(d)(ii), the Board of Directors may, at any time and from time to time, divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

(iii) Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock as set forth herein, shares of capital stock of the Company that have been issued and which are subsequently acquired by the Company shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Company, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

(b) Common Stock

(i) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of Preferred Stock of any series as may be designated by the Board of Directors or as otherwise set forth herein.

(ii) Voting. Subject to any agreements among the shareholders:

1) There shall be no cumulative voting.

2) The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings).

(iii) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if as and when determined by the Board of Directors, and subject to any preferential or pari passu dividend rights of any then outstanding Preferred Stock. Dividends may be paid in cash, property, or stock subject to any restrictions contained in these Articles of Incorporation and to all applicable provisions of law.

(iv) Liquidation. Upon the dissolution or liquidation of the Company whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Company available for distribution to its shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

(c) Series A Preferred Stock

1) Designation and Number of Shares. Ten Million (10,000,000) shares of the Preferred Stock are hereby designated as "Series A Preferred Stock" with a par value of per share of \$0.001 per share (the "Series A Par Value").

(ii) Ranking. The Series A Preferred Stock shall rank on parity with the Company's Common Stock and any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock (the "Parity Securities") in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Company.

(iii) Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive assets and funds on parity with the Parity Securities. If, upon such Liquidation, the assets of the Company available for distribution to the holders of Series A Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock and Parity Securities, then the entire assets and funds of the Company legally available for distribution to such holders and the

holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series A Preferred Stock and Parity Securities based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Series A Preferred Stock and of such Parity Securities, if any.

(iv) Dividends. None.

(v) Conversion Rights.

1) Conversion. Shares of the Series A Preferred Stock may be converted only upon a Change of Control" of the Company. A "Change in Control" shall mean (i) at such time as any person or group of persons, other than the current holder(s) of the Series A Preferred Stock, is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing 51% or more of the combined voting power of the Company's outstanding securities; or (ii) all of the director nominees of Scorpion Medical resign or are otherwise removed by the shareholders of the Company as set forth in the Bylaws. Upon the occurrence of a Change of Control, each holder of record of shares of the Series A Preferred Stock shall have the right to convert all or any part of such holder's shares of Series A Preferred Stock into that number of fully paid and non-assessable shares of Common Stock as shall be determined by dividing the Series A Par Value by \$0.001 (the "Conversion Price"). There is no mandatory conversion.

2) Mechanics of Conversion.

a) Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Company at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Company shall, within five business days, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Conversion Date."

b) All Common Stock, which may be issued upon conversion of the Series A Preferred Stock, will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof.

c) The Conversion Price shall be subject to the adjustment provisions of Section 6(c)(vi) below.

(vi) Anti-Dilution Provisions. During the period in which any shares of Series A Preferred Stock remain outstanding, the Conversion Price in effect at any time and the number and kind of securities issuable upon the conversion of the Series A Preferred Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series A Preferred Stock upon the happening of certain events as follows:

1) Consolidation, Merger or Sale. If any consolidation or merger of the Company with an unaffiliated third-party, or the sale, transfer or lease of all or substantially all of its assets to an unaffiliated third-party shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section whereby each holder of shares of Series A Preferred Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable. The Company will not effect any such consolidation, merger, sale, transfer or lease unless (i) such action has been approved as set forth under Section 7(d)(ii); and (ii) prior to the consummation thereof, the successor entity resulting from such action shall assume by written instrument (1) the obligation to deliver to the holders of Series A Preferred Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled to purchase; and (2) all other obligations of the Company hereunder. The provisions of this Section shall similarly apply to successive mergers, sales, transfers or leases. Holders of Series A Preferred shares shall not be required to convert Series A stock pursuant to this Section.

2) Common Stock Dividends, Subdivisions, Combinations, etc. If the Company shall, in accordance with these Articles of Incorporation, (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock; (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares; or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted by multiplying the then applicable Conversion Price by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

3) Notice of Adjustment. Whenever the Conversion Price is adjusted as herein provided, the Company shall promptly but no later than ten days after any request for such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Price issuable upon exercise of each share of Series A Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing in the share register of the Company, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Company may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Company) to make any computation required by this Section, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

(vii) Voting Rights. Notwithstanding any agreements among the shareholders, each share of Series A Preferred shall vote on a ten for one basis, together with the Company's Common Stock at all meetings of shareholders (and written actions in lieu of meetings).

(viii) Notices. The holders of the Series A Preferred Stock shall be entitled to receive all communications and notices of shareholder meetings sent by the Company to the holders of the Common Stock.

(ix) Redemption. Neither the Company nor the holders of the Series A Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series A Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Company as provided herein.

(x) Reservation of Shares. The Company shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A Preferred Stock, the Company shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.

(xi) Transfer Restrictions. The holders of the Series A Preferred Shares may not sell, assign or otherwise transfer any part or all of their shares of Series A Preferred Stock except for shares disposed of as bona fide gifts or transfers to any trust for the direct or indirect benefit of such holder or the initial holder's immediate family. "Immediate Family" shall mean an initial holder's children, stepchildren, grandchildren, parents, stepparents, grandparents, spouse, former spouses, siblings, nieces, nephews, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brother-in-law, or sister-in-law, including adoptive relationships. Any transferee/donee of such shares shall be bound by the preferences, voting powers or relative, participating, optional, preemptive or other special rights as set forth in this Section 6(c).

(xii) Waiver; Amendment. Holders of fifty-one percent (51%) of the outstanding shares of Series A Preferred Stock may, voting as a single class, elect to waive or amend any provision of this Section 6(c). The affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series A Preferred Stock.

ARTICLE 7. BOARD OF DIRECTORS

(a) Number. The Company shall have up to six directors but in no event less than one director. Scorpion Medical shall nominate three directors and Dr. McKenna and Bolles shall nominate three directors. Thereafter directors shall be elected at each annual meeting of the shareholders and each director shall hold office until the next annual meeting of shareholders and until the director's successor has been elected and qualified, or until the director's earlier resignation or removal from office.

(b) Board of Directors. The Board of Directors of the Company shall be:

Charles Bolles	600 E. John Carpenter Freeway, Suite 130 Irving, TX 75062
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Dr. Wade McKenna	600 E. John Carpenter Freeway, Suite 130 Irving, TX 75062
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Luke Whalen

5817 NW 44 Avenue
Ocala, FL 34482

Stephen C. Bales

5817 NW 44 Avenue
Ocala, FL 34482

Angela Stopanio

5817 NW 44 Avenue
Ocala, FL 34482

(c) Quorum. A majority of the directors shall constitute a quorum for all meetings of the Board of Directors so long as at least one Scorpion Medical nominee or his or her successor and one McKenna/Bolles nominee or his or her successor is present or participating. Each director shall have one vote. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present. In the event a Board meeting cannot be conducted, in spite of notices being issued, on account of non availability of either a Scorpion Medical nominee or his or her successor or a McKenna/Bolles nominee or his or her successor, notices shall be again issued to all the directors for conducting such meeting and if either Scorpion Medical nominees or his or her successors or McKenna/Bolles nominees or his or her successors are still unable to attend the same then the available directors shall proceed and conduct such Board meeting subject to compliance with the other requirements of these Articles of Incorporation and the Bylaws.

(d) Voting.

(i) Except as set forth in Section 7(d)(ii), if a quorum is present when a vote of the Board of Directors is taken, the affirmative vote of a majority of directors present or participating at the meeting shall be the act of the Board of Directors. A director who is present or participating at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless (A) the director votes against or abstains from the action taken; or (B) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting specified business at the meeting.

(ii) Notwithstanding the foregoing, consent of all of the directors shall be required for the Company to:

1) directly or indirectly declare or pay any cash dividends or make any cash distributions upon any of its capital stock or other equity securities;

2) directly or indirectly redeem, purchase or otherwise acquire any of the Company's capital stock or other equity securities (including, without limitation, warrants, options and other rights to acquire such capital stock or other equity securities) other than the Preferred Stock pursuant to the terms of these Articles of Incorporation;

3) merge, consolidate or consummate any statutory share exchange with any person or entity;

4) sell or otherwise dispose of all or substantially all of the assets of the Company in any transaction or series of related transactions (other than sales in the ordinary course of business);

5) enter into any transaction or agreement on terms less favorable to the Company than could be obtained from unaffiliated parties on an arm's length basis;

6) enter into or amend contracts and agreements between the Company and related parties, affiliates and shareholders;

7) petition or voluntarily apply to any tribunal for the appointment of a custodian, trustee, receiver or liquidator of the Company or of any substantial part of the assets of the Company, or commence any proceeding regarding the Company under any bankruptcy, reorganization, arrangement, insolvency, readjustment of debt, dissolution or liquidation law of any jurisdiction;

8) engage in any new lines of business which is materially different from the businesses carried on or proposed to be carried on by the Company;

9) make any amendment to these Articles of Incorporation or the Bylaws that would (1) increase or decrease the number of authorized shares of stock under these Articles of Incorporation; (2) change the quorum requirements for a Board of Directors meeting; (3) change the number of votes required to constitute an act of the Board of Directors; or (4) reduce, impair or adversely affect the rights of holders of Series A Preferred Stock;

10) change the Company's fiscal year;

11) adopt any stock option plan or employee stock ownership plan or other employee compensation arrangements for the issuance of Common Stock or options to acquire Common Stock; or

12) establish any committee of the Board of Directors.

(e) Compensation. The Board of Directors shall have the authority to fix the compensation, if any, of directors. Any director of the Company may also serve the Company in any other capacity and receive compensation therefor in any form approved by the Board of Directors.

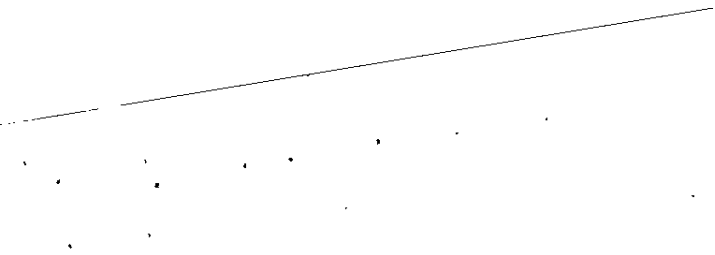
ARTICLE 8. OFFICERS

(a) Offices. All officers of the Company shall be appointed by and serve at the pleasure of the Board of Directors. No officer needs to be a shareholder. Any two or more offices may be held by the same person. The appointment of an officer shall not itself create contract rights. Except as otherwise provided by the Act or these Articles of Incorporation, each officer shall hold office until his or her successor is appointed and qualified, unless a different term is specified in the vote choosing or appointing him or her, or until his or her earlier death, resignation or removal as set forth in the Bylaws.

(b) Officers. The names and addresses of the officers of the Company are:

Luke Whalen
5817 NW 44 Avenue
Ocala, FL 34482

Chief Executive Officer



Stephen C. Bales
5817 NW 44 Avenue
Ocala, FL 34482

President

Charles Bolles
600 E. John Carpenter Freeway
Suite 130
Irving, TX 75062

Vice President

Angela Stopanio
5817 NW 44 Avenue
Ocala, FL 34482

Treasurer

ARTICLE 9. INDEMNIFICATION

(a) General. The Company shall have the power to indemnify any director, officer, employee, or agent of the Company as provided in Section 607.0850 of the Act.

(b) Additional Indemnification. The Company may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office. However, such further indemnification or advancement of expenses shall not be made in those instances specified in Section 607.0850(7)(a-d) of the Act.

(c) Court Ordered Indemnification. Unless otherwise provided by these Articles of Incorporation, notwithstanding the failure of the Company to provide indemnification, and despite any contrary determination of the Board or of the shareholders in the specific case, a director, officer, employee, or agent at the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction in accordance with Section 607.0850(9) of the Act.

(d) Insurance. The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Company against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Company would have the power to indemnify the person against such liability under provisions of law.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION

Subject to Section 7(d)(ii), the Company's Board of Directors may adopt one or more amendments to the Company's Articles of Incorporation without shareholder action if such amendment is expressly permitted by the Act to be made without shareholder action.

ARTICLE 11. BYLAWS

The initial Bylaws of the Company shall be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by either the Board of Directors as set forth in Section 7(d)(ii) of these Articles of Incorporation or by a majority of the shareholders entitled to vote.

ARTICLE 12. CONFLICTS

Whenever any provision of the Bylaws is inconsistent with any provision of these Articles of Incorporation, the Articles of Incorporation shall prevail. In the event that any provision contained in these Articles of Incorporation conflicts with any provision of the Act, as amended from time to time, the provisions of the Act shall prevail.

ARTICLE 13. PREEMPTIVE RIGHTS

Except as set forth herein, the shareholders of the Company do not have a pre-emptive right to acquire the Company's unissued shares.

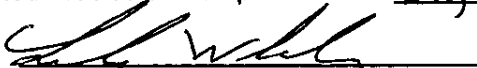
ARTICLE 14. AFFILIATED TRANSACTIONS

This Company expressly elects not to be governed by Section 607.0901 of the Act, as amended from time to time, relating to affiliated transactions.

ARTICLE 15. CONTROL SHARE ACQUISITIONS

This Company expressly elects not to be governed by Section 607.0902 of the Act, as amended from time to time, relating to control share acquisitions.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by the Board of Directors prior to the issuance of stock. No shareholder vote was necessary. IN WITNESS WHEREOF, the undersigned, has executed these Amended and Restated Articles of Incorporation this Dec, 30, 2011:


Luke Whalen, Chief Executive Officer

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.


Karen Rodgers, Registered Agent

12/30/11
Date