

PI4000053013

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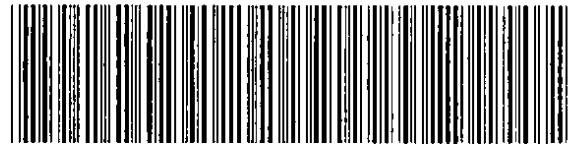
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Repurposed Therapeutics, Inc.

DOCUMENT NUMBER: P14000053013

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

Please return all correspondence concerning this matter to the following:

David Moser, JD, Secretary

Name of Contact Person

Repurposed Therapeutics, Inc.

Firm/ Company

2764 Treasure Cove Circle

Address

Fort Lauderdale, FL 33312

City/ State and Zip Code

trenner@defenderpharma.com

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

For further information concerning this matter, please call:

David Moser

at (201) 394-4523

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:

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Repurposed Therapeutics, Inc.

P14000053013

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

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1)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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E. If amending or adding additional Articles, enter change(s) here:

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

Please see attached Fourth Amended Articles of Incorporation.

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)

Please see attached Fourth Amended Articles of Incorporation.

The date of each amendment(s) adoption: 7/12/23 if other than the date this document was signed.

Effective date if applicable: 7/14/23
(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 7/14/23

Signature David Moser
(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)

David Moser, JD

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REPURPOSED THERAPEUTICS, INC.**

Repurposed Therapeutics, Inc., a corporation organized and existing under and by virtue of the provisions of the Business Corporation Law of the State of Florida,

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Repurposed Therapeutics, Inc., d/b/a Defender Pharmaceuticals, Inc. (the "Corporation") and the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Missouri on February 9, 1990, under the name Care Packages, Inc., and was amended pursuant to a Certificate of Domestication and Articles of Incorporation filed with the Secretary of State of the State of Florida on June 17, 2014 and further amended pursuant to Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida September 30, 2014 and further amended pursuant to Second Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on September 19, 2017 and further amended pursuant to Third Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on April 19, 2023 (collectively, the "Certificate of Incorporation").

SECOND: That the Corporation does hereby, amend and restate its Certificate of Incorporation as set forth herein (the "Fourth Amended and Restated Certificate of Incorporation").

THIRD: That the Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of the Business Corporation Law of the State of Florida.

FOURTH: That the effective date of the Fourth Amended and Restated Certificate of Incorporation shall be the date it is filed with the Secretary of State of Florida.

FIFTH: That the Certificate of Incorporation has been amended and restated as follows:

ARTICLE I

The name of the corporation is Repurposed Therapeutics, Inc., d/b/a Defender Pharmaceuticals, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 2764 Treasure Cove Circle, in the City of Fort Lauderdale, County of Broward 33312. The name of the Corporation's registered agent at such address is David Moser.

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 2764 Treasure Cove Circle, in the City of Fort Lauderdale, County of Broward 33312. The name of the Corporation's registered agent at such address is David Moser.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Law, as the same may be amended or supplemented from time to time (the "FBCI").

ARTICLE IV

The Corporation shall have authority to issue Ninety-Eight Million (98,000,000) shares of capital stock, consisting of Ninety-seven million (97,000,000) shares of Common Stock, \$0.01 par value per share, divided into Ninety-six Million shares of Class A Voting Common Stock and up to One million shares of Class B Non-voting Common Stock as directed by the Corporation's Board of Directors, and One Million (1,000,000) shares of Preferred Stock, \$0.01 par value per share. The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation may be issued from time to time in one or more series. Authorized classes of capital stock are as follows:

(a) Class A Common Stock.

(i) General. All shares of Class A Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the FBCL. 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 the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

(ii) Voting Rights. Each holder of record of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section (c) of this Article IV, the holders of Class A Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to stockholders for a vote (including any action by written consent).

(iii) Dividends. Subject to provisions of law and Section (c) of this Article IV, the holders of Class A Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors of the Corporation (the "Board of Directors") may determine in its sole discretion.

(iv) Liquidation. Subject to provisions of law and Section (c) of this Article IV, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class A Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

(b) Preferred Stock.

(i) Issuance of Blank Check Preferred Stock. The Board of Directors is expressly authorized, subject to limitations prescribed by the FBCL and the provisions of this Certificate of Incorporation, to provide by resolution or resolutions from time to time, and by filing a certificate(s) pursuant to the FBCL, for the issuance of shares of Preferred Stock in one or more class or series, to establish the number of shares to be included in each such class or series, and to fix the voting powers (if any), designations, powers, preferences, and relative, participating, optional or other rights, if any, of the shares of each such class or series, and any qualifications, limitations or restrictions of such preferences and rights, including, without limitation, dividend rights, conversion rights, voting rights (if any), redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, in each instance as the Board of Directors may determine in its sole discretion and without stockholder approval. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series of Preferred Stock shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class.

(ii) Authority to Establish Variations Between Classes or Series of Preferred Stock. The authority of the Board of Directors with respect to each class, or each series within a class shall include, but not be limited to, determination of the following:

(A) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(B) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(C) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(D) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(E) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(F) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(G) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(H) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(I) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and this Certificate of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of this Certificate of Incorporation.

(iii) CREATION and DESIGNATION OF PREFERENCES OF SERIES B PREFERRED STOCK

(A) Designation and Number. A series of Preferred Stock of the Corporation, designated the "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), is hereby established. The par value of the Series B Preferred Stock is \$.01 per share. The face value of each share of Series B Preferred Stock shall be \$76.00 per share (the "Face Value"). The number of shares of Series B Preferred Stock shall be up to 280,000.

(B) Rank. The Series B Preferred Stock will, with respect to dividend rights and rights upon liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, rank prior or senior to any class or series of common stock of the Corporation and any other class or series of equity securities.

(C) Dividends.

In the event dividends are declared to be set aside and paid on any share of Junior Stock (as defined below), an additional dividend shall be declared and paid with respect to all outstanding shares of Series B Preferred Stock in an amount equal per share, on an as if converted basis based on the Optional Conversion Formula, to the amount declared for each share of Junior Stock. "Junior Stock" means any class or series of common stock of the Corporation and any other class or series of equity securities, excepting any class or series of stock which by its terms is on parity with or has a preference or priority over the Series B Preferred Stock in the event of any distribution of assets of the Corporation in a liquidation or upon the payment of any dividend.

(D) Liquidation Preference.

(1) Upon any voluntary or involuntary liquidation, Deemed Liquidation (as defined in part (d) below), dissolution or winding up of the Corporation, before any payment or distribution shall be made to or set apart for the holders of any other class of equity securities, the holders of Series B Preferred Stock shall be entitled to receive a liquidation preference of \$76.00 per share (plus outstanding Interest and any declared but unpaid dividends), but such holders shall not be entitled to any further payment. If upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, its assets, or proceeds thereof, distributable among the holders of Series B Preferred Stock shall be insufficient to pay in full the above described preferential amount, then such assets, or the proceeds thereof, shall be distributed among the holders of Series B Preferred Stock ratably in the same proportion as the respective amounts that would be payable on such Series B Preferred Stock if all amounts payable thereon were paid in full.

(2) Upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Series B Preferred Stock, any other series or class or classes of equity securities shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series B Preferred Stock shall not be entitled to share therein.

(3) Written notice of any such liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series B Preferred Stock at the respective addresses of such holders as the same shall appear on the stock transfer records of the Corporation.

(4) "Deemed Liquidation" shall occur upon (i) a consolidation or merger of the Corporation with or into another entity, (ii) a merger of another entity with or into the Corporation, (iii) a statutory stock exchange by the Corporation or (iv) a sale, lease or conveyance of all or substantially all of the Corporation's property or business.

(5) The liquidation preference of the outstanding shares of Series B Preferred Stock will not be added to the liabilities of the Corporation for the purpose of determining whether under the Corporation Law a distribution may be made to stockholders of the Corporation whose preferential rights upon dissolution of the Corporation are junior to those of holders of Series B Preferred Stock.

(E) Redemption.

Shares of Series B Preferred Stock shall be redeemable in cash at the sole option of the Holder by written redemption election from such Holder. Redemption election must be delivered by Holder to the Company prior to the date that is the third anniversary of the issuance date of the first Share(s) of Series B Preferred Stock (the "Maturity Date") and shall take place on the Maturity Date. Redemption price shall be the face value of the Series B Preferred Stock plus accrued interest.

The Series B Preferred Stock shall not be subject to any sinking fund or mandatory redemption.

(F) Voting Rights.

Holders of the Series B Preferred Stock shall not have any voting rights, except as provided by law.

(G) Restrictions on Transfer, Acquisition and Redemption of Shares. The Series B Preferred Stock is governed by and issued subject to all of the limitations, terms and conditions of the Corporation's Charter. Each certificate for Series B Preferred Stock shall bear substantially the following legend, in addition to any legend required by U.S. Securities laws:

"The Corporation will furnish to any stockholder on request and without charge a full statement of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the stock of each class which the Corporation is authorized to issue, to the extent they have been set, and of the authority of the Board of Directors to set the relative rights and preferences of a subsequent series of a preferred or special class of stock. Such request may be

made to the Secretary of the Corporation.”

(H) Conversion. The shares of Series B Preferred Stock are convertible or exchangeable for other securities of the Corporation as follows:

(1) Discretionary Right to Convert. Each Holder of shares of Series B Preferred Stock shall have the following discretionary right of Conversion:

Holder shall have the right to convert Holder’s total amount paid for Series B Preferred Stock (the “Acquisition Price”) along with interest accruing on such Acquisition Price into Company Class A Common Stock at a conversion price of \$4.00 per share of Company Class A Common Stock at any time prior to the Maturity Date.

(2) Automatic Conversion.

i) Triggering Events: Each share of Series B Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Class A Common Stock of the Corporation at the applicable Conversion Price at the time in effect for such share immediately upon the earlier of (i) the Corporation’s sale of any class of its Class A Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the “Securities Act”), the public offering price of which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000 or (ii) the Corporation’s closing of a Sale or Merger transaction which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000. Collectively these events triggering conversion shall be referred to hereinafter as “Automatic Conversion Event”.

ii) Conversion Price: Upon the occurrence of an Automatic Conversion Event, each share of Series B Preferred Stock remaining outstanding shall be converted into the Corporation’s Class A Common Stock with the conversion price being determined as set forth in Section 8(a) above. Such Automatic Conversion shall not impact or alter the rights, terms, conditions and obligations set forth in the Warrants described in Section 10 below.

(3) Mechanics of Conversion. Upon notice of discretionary conversion or upon the occurrence of an Automatic Conversion Event, the holder shall surrender the certificate or certificates of Series B Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such Series B Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the discretionary conversion notice or the closing of the Automatic Conversion Event causing such Series B Preferred Stock to be converted and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date. Such Automatic Conversion of Series B Preferred Stock shall be conditioned upon the closing of the Automatic Conversion Event, and the holders shall not be deemed to have converted such Series B Preferred Stock until immediately prior to the closing of such Automatic Conversion Event.

(4) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, such number of shares of its Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(i). Interest. Interest shall accrue monthly on the total Face Value of the Series B Preferred Stock at the rate of 10% per annum simple interest (the "Interest"). Interest shall be payable as provided for herein.

(j). Warrants. Holders of Shares of Series B Preferred Stock shall receive a warrant entitling such Holder to purchase ten (10) shares of the Company's Class A Common Stock for each Share of Series B Preferred Stock purchased by such Holder, with a term expiring on the third anniversary of the date of issuance of the first Share(s) of Series B Preferred Stock at an exercise price of \$7.50 per share of the Company's Class A Common Stock, with no cashless exercise provision.

(iv) CREATION and DESIGNATION OF PREFERENCES OF SERIES C PREFERRED STOCK

(A) Designation and Number. A series of Preferred Stock of the Corporation, designated the "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), is hereby established. The par value of the Series C Preferred Stock is \$.01 per share. The face value of each share of Series C Preferred Stock shall be \$7,600.00 per share (the "Face Value"). The number of shares of Series C Preferred Stock shall be up to 3,000.

(B) Rank. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, rank prior or senior to any class or series of common stock of the Corporation and any other class or series of equity securities with the exception of Series B Preferred Stock.

(C) Dividends.

In the event dividends are declared to be set aside and paid on any share of Junior Stock (as defined below), an additional dividend shall be declared and paid with respect to all outstanding shares of Series C Preferred Stock in an amount equal per share, on an as if converted basis based on the Optional Conversion Formula, to the amount declared for each share of Junior Stock. "Junior Stock" means any class or series of common stock of the Corporation and any other class or series of equity securities, excepting any class or series of stock which by its terms is on parity with or has a preference or priority over the Series C Preferred Stock in the event of any distribution of assets of the Corporation in a liquidation or upon the payment of any dividend.

(D) Liquidation Preference.

(1) Upon any voluntary or involuntary liquidation, Deemed Liquidation (as defined in part (d) below), dissolution or winding up of the Corporation, before any payment or distribution shall be made to or set apart for the holders of any other class of equity securities, the holders of Series C Preferred Stock shall be entitled to receive a liquidation preference of \$7,600.00 per share (plus outstanding Interest and any declared but unpaid dividends), but such holders shall not be entitled to any further payment. If upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, its assets, or proceeds thereof, distributable among the holders of Series C Preferred Stock shall be insufficient to pay in full the above described preferential amount, then such assets, or the proceeds thereof, shall be distributed among the holders of Series C Preferred Stock ratably in the same proportion as the respective amounts that would be payable on such Series C Preferred Stock if all amounts payable thereon were paid in full.

(2) Upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Series C Preferred Stock, any other series or class or classes of Junior Stock shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series C Preferred Stock shall not be entitled to share therein.

(3) Written notice of any such liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series C Preferred Stock at the respective addresses

of such holders as the same shall appear on the stock transfer records of the Corporation.

(4) "Deemed Liquidation" shall occur upon (i) a consolidation or merger of the Corporation with or into another entity, (ii) a merger of another entity with or into the Corporation, (iii) a statutory stock exchange by the Corporation or (iv) a sale, lease or conveyance of all or substantially all of the Corporation's property or business.

(5) The liquidation preference of the outstanding shares of Series C Preferred Stock will not be added to the liabilities of the Corporation for the purpose of determining whether under the Corporation Law a distribution may be made to stockholders of the Corporation whose preferential rights upon dissolution of the Corporation are junior to those of holders of Series C Preferred Stock.

(E) Redemption.

Shares of Series C Preferred Stock shall be redeemable in cash at the sole option of the Holder by written redemption election from such Holder. Redemption election must be delivered by Holder to the Company prior to the date that is the third anniversary of the issuance date of the first Share(s) of Series C Preferred Stock (the "Maturity Date") and shall take place on the Maturity Date. Redemption price shall be the face value of the Series C Preferred Stock plus accrued interest.

The Series C Preferred Stock shall not be subject to any sinking fund or mandatory redemption.

(F) Voting Rights.

Holders of the Series C Preferred Stock shall not have any voting rights, except as provided by law.

(G) Restrictions on Transfer, Acquisition and Redemption of Shares. The Series C Preferred Stock is governed by and issued subject to all of the limitations, terms and conditions of the Corporation's Charter. Each certificate for Series C Preferred Stock shall bear substantially the following legend, in addition to any legend required by U.S. Securities laws:

"The Corporation will furnish to any stockholder on request and without charge a full statement of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the stock of each class which the Corporation is authorized to issue, to the extent they have been set, and of the authority of the Board of Directors to set the relative rights and preferences of a subsequent series of a preferred or special class of stock. Such request may be made to the Secretary of the Corporation."

(H) Conversion. The shares of Series C Preferred Stock are convertible or exchangeable for other securities of the Corporation as follows:

(1) Discretionary Right to Convert. Each Holder of shares of Series C Preferred Stock shall have the following discretionary right of Conversion:

Holder shall have the right to convert Holder's total amount paid for Series C Preferred Stock (the "Acquisition Price") along with interest accruing on such Acquisition Price into Company Class A Common Stock at a conversion price of \$4.00 per share of Corporation Class A Common Stock at any time prior to the Maturity Date.

(2) Automatic Conversion.

i) Triggering Events: Each share of Series C Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Class A Common Stock of the Corporation at the applicable Conversion Price at the time in effect for such share immediately upon the earlier of (i) the Corporation's listing of any class of its Class A Common Stock on a recognized national exchange pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), or (ii) the Corporation's closing of a Sale or Merger transaction which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000. Collectively these events triggering conversion shall be referred to hereinafter as "Automatic Conversion Event".

ii) Conversion Price: Upon the occurrence of an Automatic Conversion Event, each share of Series C Preferred Stock remaining outstanding shall be converted into the

Corporation's Class A Common Stock with the conversion price as set forth in Section H(1) above. Such Automatic Conversion shall not impact or alter the rights, terms, conditions and obligations set forth in the Warrants described in Section (j) below.

(3) Mechanics of Conversion. Upon notice of discretionary conversion or upon the occurrence of an Automatic Conversion Event, the holder shall surrender the certificate or certificates of Series C Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such Series C Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series C Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the discretionary conversion notice or the closing of the Automatic Conversion Event causing such Series C Preferred Stock to be converted and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date. Such Automatic Conversion of Series C Preferred Stock shall be conditioned upon the closing of the Automatic Conversion Event, and the holders shall not be deemed to have converted such Series C Preferred Stock until immediately prior to the closing of such Automatic Conversion Event.

(4) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Series C Preferred Stock, such number of shares of its Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series C Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series C Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(i). Interest. Interest shall accrue monthly on the total Face Value of the Series C Preferred Stock at the rate of 10% per annum simple interest (the "Interest"). Interest shall be payable as provided for herein.

(j). Warrants. Holders of Shares of Series C Preferred Stock shall receive a warrant entitling such Holder to purchase one thousand nine hundred (1900) shares of the Corporation's Class A Common Stock for each Share of Series C Preferred Stock purchased by such Holder, with a term expiring on the third anniversary of the date of issuance of the first Share(s) of Series C Preferred Stock at an exercise price of \$7.50 per share of the Corporation's Class A Common Stock, with no cashless exercise provision.

(k) Holders of Shares of Series C Preferred Stock shall have a contingent right to receive a milestone payment upon the first to occur of the following triggering events: 1) Corporation's receipt of an initial cash payment on account of the license or sale of the Company's developmental pharmaceutical product in the field of Depression; or 2) Corporation's receipt of proceeds of sale of an initial Priority Review Voucher (the "Contingent Payment").

The right of Holders of Shares of Series C Preferred Stock to this Contingent Payment shall mature and become vested in the following circumstance:

A. The Series C Preferred Stock has converted to Class A Common stock, either by election of Holder or through Automatic Conversion Events described above; and

B. If the Company's Class A Common Stock is not publicly listed on the Maturity Date: The value of Corporation's Class A Common Stock received by Holder in conversion of Series C Preferred Stock investment amount plus accrued interest, measured as of the Maturity Date, is less than two times the original principal amount of Holder's investment

in Series C Preferred Stock; or

C. If the Corporation's Class A Common Stock is publicly listed on the Maturity Date: The value of the Corporation's Class A Common Stock issued to Holder in conversion of Series C Preferred Stock investment amount plus accrued interest based upon the closing trading price of Corporation's Class A Common Stock on any date on or before the Maturity Date has not equaled or exceeded two times the original principal amount of Holder's investment in Series C Preferred Stock.

NOTE: In the event that the Corporation's Class A Common Stock is not publicly listed on the Maturity Date, the value of the Corporation's Class A Common Stock shall be determined by independent third-party valuation by an experienced valuation expert.

IF a Contingent Payment right becomes vested, the amount of Holder's Contingent Payment right shall be calculated as follows:

[Two times the original principal amount of Holder's investment in Series C Preferred Stock]

MINUS

[Value Of Corporation's Class A Common Stock Issued To Holder (ON MATURITY DATE)]

Any Contingent Payment which becomes vested shall be paid to Holder within ninety (90) days of occurrence of the triggering milestone event.

In the event of occurrence of a Contingent Payment trigger event prior to the Maturity Date, and provided that the Contingent Payment right has not been extinguished in accordance with the provisions of subparagraph C above, the Company shall hold funds equal to the maximum potential Contingent Payment right until the earlier to occur of i) extinguishment of the Contingent Payment right; or ii) vesting of the Contingent Payment right on the Maturity Date.

(c) Options, Warrants & Rights.

(i) The Corporation may issue options, warrants and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

(ii) The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

ARTICLE V

To the fullest extent permitted by the FBCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the FBCL is amended after the effective date of this Amended and Restated Certificate of Incorporation 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 FBCL, as so amended.

The Corporation shall indemnify to the fullest extent permitted by the FBCL, as the same may be amended and supplemented from time to time, any and all persons whom it shall have power to indemnify under the FBCL. The indemnification provided for herein shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law under any Bylaw, agreement, vote of stockholders or disinterested directors of the Corporation, or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee, or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any repeal or modification of this Article V or amendment to the FBCL shall not adversely affect any right or protection of a director, officer, agent, or other person 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, officer, or agent occurring prior to, such repeal, modification, or amendment.

ARTICLE VI

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw. In addition, the Bylaws may be amended by the affirmative vote of holders of majority of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

The number of directors of the Corporation shall be a minimum of five and a maximum of twelve, as determined by resolution of the Board of Directors. Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

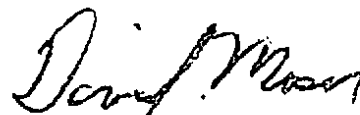
Advance notice of stockholder nominations for the election of directors and of any other business to be brought before any meeting of the stockholders shall be given in the manner provided in the Bylaws of the Corporation. Directors shall be elected to one-year terms. At each annual meeting of stockholders, all directors shall be chosen for a one-year term to succeed those whose terms expire; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the FBCL.

Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been duly elected and qualified.

ARTICLE VII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Second Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Corporation.



David Moser, JD, Secretary

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Repurposed Therapeutics, Inc.

DOCUMENT NUMBER: P14000053013

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

Please return all correspondence concerning this matter to the following:

David Moser, JD, Secretary

Name of Contact Person

Repurposed Therapeutics, Inc.

Firm/ Company

2764 Treasure Cove Circle

Address

Fort Lauderdale, FL 33312

City/ State and Zip Code

trenner@defenderpharma.com

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

For further information concerning this matter, please call:

David Moser

at (201) 394-4523

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:

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Repurposed Therapeutics, Inc.

P14000053013

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

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."

(Mailing address MAY BE A POST OFFICE BOX)

Name of New Registered Agent

florida street address

New Registered Office Address:

(iiv)

Florida

(Zip Code)

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

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<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			_____

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

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Please see attached Fourth Amended Articles of Incorporation.

[illegible]

The date of each amendment(s) adoption: 7/12/23, if other than the date this document was signed.

Effective date if applicable: 7/14/23
(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 7/14/23

Signature David Moser
(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)

David Moser, JD

(Typed or printed name of person signing)

Secretary

(Title of person signing)



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Amendment* to amend the articles of incorporation of a *Florida Profit Corporation* pursuant to section 607.1006, Florida Statutes. This is a basic amendment form and may not satisfy all statutory requirements for amending.

A corporation can amend or add as many articles as necessary in one amendment.

- The original incorporators cannot be amended.
- If amending the name of the corporation, the new name must be distinguishable on the records of the Florida Department of State. A preliminary search for name availability can be made through the Division's website at www.sunbiz.org. You are responsible for any name infringement that may result from your corporate name selection.
- If amending the registered agent, the new agent must sign accepting the appointment and state that he/she is familiar with the obligations of the position.
- If amending/adding officers/directors, list titles and addresses for each officer/director.
- If amending from a general corporation to a professional corporation, the purpose (specific nature of business) must be amended or added if not contained in the articles of incorporation.

**If a section is not being amended, enter N/A or Not Applicable.
The document must be typed or printed and must be legible.**

Pursuant to section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which the document is filed.

Filing Fee	\$35.00 (Includes a letter of acknowledgment)
Certified Copy (optional)	\$8.75
Certificate of Status (optional)	\$8.75

Send one check in the total amount made payable to the Florida Department of State.

Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

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

For further information you may call the Amendment Section at (850) 245-6050

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REPURPOSED THERAPEUTICS, INC.**

Repurposed Therapeutics, Inc., a corporation organized and existing under and by virtue of the provisions of the Business Corporation Law of the State of Florida,

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Repurposed Therapeutics, Inc., d/b/a Defender Pharmaceuticals, Inc. (the "Corporation") and the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Missouri on February 9, 1990, under the name Care Packages, Inc., and was amended pursuant to a Certificate of Domestication and Articles of Incorporation filed with the Secretary of State of the State of Florida on June 17, 2014 and further amended pursuant to Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida September 30, 2014 and further amended pursuant to Second Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on September 19, 2017 and further amended pursuant to Third Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on April 19, 2023 (collectively, the "Certificate of Incorporation").

SECOND: That the Corporation does hereby, amend and restate its Certificate of Incorporation as set forth herein (the "Fourth Amended and Restated Certificate of Incorporation").

THIRD: That the Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of the Business Corporation Law of the State of Florida.

FOURTH: That the effective date of the Fourth Amended and Restated Certificate of Incorporation shall be the date it is filed with the Secretary of State of Florida.

FIFTH: That the Certificate of Incorporation has been amended and restated as follows:

ARTICLE I

The name of the corporation is Repurposed Therapeutics, Inc., d/b/a Defender Pharmaceuticals, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 2764 Treasure Cove Circle, in the City of Fort Lauderdale, County of Broward 33312. The name of the Corporation's registered agent at such address is David Moser.

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 2764 Treasure Cove Circle, in the City of Fort Lauderdale, County of Broward 33312. The name of the Corporation's registered agent at such address is David Moser.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Law, as the same may be amended or supplemented from time to time (the "FBCI").

ARTICLE IV

The Corporation shall have authority to issue Ninety-Eight Million (98,000,000) shares of capital stock, consisting of Ninety-seven million (97,000,000) shares of Common Stock, \$0.01 par value per share, divided into Ninety-six Million shares of Class A Voting Common Stock and up to One million shares of Class B Non-voting Common Stock as directed by the Corporation's Board of Directors, and One Million (1,000,000) shares of Preferred Stock, \$0.01 par value per share. The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation may be issued from time to time in one or more series. Authorized classes of capital stock are as follows:

(a) Class A Common Stock.

(i) General. All shares of Class A Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the FBCL. 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 the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

(ii) Voting Rights. Each holder of record of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section (c) of this Article IV, the holders of Class A Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to stockholders for a vote (including any action by written consent).

(iii) Dividends. Subject to provisions of law and Section (c) of this Article IV, the holders of Class A Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors of the Corporation (the "Board of Directors") may determine in its sole discretion.

(iv) Liquidation. Subject to provisions of law and Section (c) of this Article IV, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class A Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

(b) Preferred Stock.

(i) Issuance of Blank Check Preferred Stock. The Board of Directors is expressly authorized, subject to limitations prescribed by the FBCL and the provisions of this Certificate of Incorporation, to provide by resolution or resolutions from time to time, and by filing a certificate(s) pursuant to the FBCL, for the issuance of shares of Preferred Stock in one or more class or series, to establish the number of shares to be included in each such class or series, and to fix the voting powers (if any), designations, powers, preferences, and relative, participating, optional or other rights, if any, of the shares of each such class or series, and any qualifications, limitations or restrictions of such preferences and rights, including, without limitation, dividend rights, conversion rights, voting rights (if any), redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, in each instance as the Board of Directors may determine in its sole discretion and without stockholder approval. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series of Preferred Stock shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class.

(ii) Authority to Establish Variations Between Classes or Series of Preferred Stock. The authority of the Board of Directors with respect to each class, or each series within a class shall include, but not be limited to, determination of the following:

- (A) the distinctive designation of such class or series and the number of shares to constitute such class or series;
- (B) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;
- (C) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;
- (D) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);
- (E) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;
- (F) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;
- (G) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;
- (H) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and
- (I) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and this Certificate of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of this Certificate of Incorporation.

(iii) CREATION and DESIGNATION OF PREFERENCES OF SERIES B PREFERRED STOCK

(A) Designation and Number. A series of Preferred Stock of the Corporation, designated the "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), is hereby established. The par value of the Series B Preferred Stock is \$.01 per share. The face value of each share of Series B Preferred Stock shall be \$76.00 per share (the "Face Value"). The number of shares of Series B Preferred Stock shall be up to 280,000.

(B) Rank. The Series B Preferred Stock will, with respect to dividend rights and rights upon liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, rank prior or senior to any class or series of common stock of the Corporation and any other class or series of equity securities.

(C) Dividends.

In the event dividends are declared to be set aside and paid on any share of Junior Stock (as defined below), an additional dividend shall be declared and paid with respect to all outstanding shares of Series B Preferred Stock in an amount equal per share, on an as if converted basis based on the Optional Conversion Formula, to the amount declared for each share of Junior Stock. "Junior Stock" means any class or series of common stock of the Corporation and any other class or series of equity securities, excepting any class or series of stock which by its terms is on parity with or has a preference or priority over the Series B Preferred Stock in the event of any distribution of assets of the Corporation in a liquidation or upon the payment of any dividend.

(D) Liquidation Preference.

(1) Upon any voluntary or involuntary liquidation, Deemed Liquidation (as defined in part (d) below), dissolution or winding up of the Corporation, before any payment or distribution shall be made to or set apart for the holders of any other class of equity securities, the holders of Series B Preferred Stock shall be entitled to receive a liquidation preference of \$76.00 per share (plus outstanding interest and any declared but unpaid dividends), but such holders shall not be entitled to any further payment. If upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, its assets, or proceeds thereof, distributable among the holders of Series B Preferred Stock shall be insufficient to pay in full the above described preferential amount, then such assets, or the proceeds thereof, shall be distributed among the holders of Series B Preferred Stock ratably in the same proportion as the respective amounts that would be payable on such Series B Preferred Stock if all amounts payable thereon were paid in full.

(2) Upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Series B Preferred Stock, any other series or class or classes of equity securities shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series B Preferred Stock shall not be entitled to share therein.

(3) Written notice of any such liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series B Preferred Stock at the respective addresses of such holders as the same shall appear on the stock transfer records of the Corporation.

(4) "Deemed Liquidation" shall occur upon (i) a consolidation or merger of the Corporation with or into another entity, (ii) a merger of another entity with or into the Corporation, (iii) a statutory stock exchange by the Corporation or (iv) a sale, lease or conveyance of all or substantially all of the Corporation's property or business.

(5) The liquidation preference of the outstanding shares of Series B Preferred Stock will not be added to the liabilities of the Corporation for the purpose of determining whether under the Corporation Law a distribution may be made to stockholders of the Corporation whose preferential rights upon dissolution of the Corporation are junior to those of holders of Series B Preferred Stock.

(E) Redemption.

Shares of Series B Preferred Stock shall be redeemable in cash at the sole option of the Holder by written redemption election from such Holder. Redemption election must be delivered by Holder to the Company prior to the date that is the third anniversary of the issuance date of the first Share(s) of Series B Preferred Stock (the "Maturity Date") and shall take place on the Maturity Date. Redemption price shall be the face value of the Series B Preferred Stock plus accrued interest.

The Series B Preferred Stock shall not be subject to any sinking fund or mandatory redemption.

(F) Voting Rights.

Holders of the Series B Preferred Stock shall not have any voting rights, except as provided by law.

(G) Restrictions on Transfer, Acquisition and Redemption of Shares. The Series B Preferred Stock is governed by and issued subject to all of the limitations, terms and conditions of the Corporation's Charter. Each certificate for Series B Preferred Stock shall bear substantially the following legend, in addition to any legend required by U.S. Securities laws:

"The Corporation will furnish to any stockholder on request and without charge a full statement of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the stock of each class which the Corporation is authorized to issue, to the extent they have been set, and of the authority of the Board of Directors to set the relative rights and preferences of a subsequent series of a preferred or special class of stock. Such request may be

made to the Secretary of the Corporation.”

(H) Conversion. The shares of Series B Preferred Stock are convertible or exchangeable for other securities of the Corporation as follows:

(1) Discretionary Right to Convert. Each Holder of shares of Series B Preferred Stock shall have the following discretionary right of Conversion:

Holder shall have the right to convert Holder’s total amount paid for Series B Preferred Stock (the “Acquisition Price”) along with interest accruing on such Acquisition Price into Company Class A Common Stock at a conversion price of \$4.00 per share of Company Class A Common Stock at any time prior to the Maturity Date.

(2) Automatic Conversion.

i) Triggering Events: Each share of Series B Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Class A Common Stock of the Corporation at the applicable Conversion Price at the time in effect for such share immediately upon the earlier of (i) the Corporation’s sale of any class of its Class A Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the “Securities Act”), the public offering price of which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000 or (ii) the Corporation’s closing of a Sale or Merger transaction which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000. Collectively these events triggering conversion shall be referred to hereinafter as “Automatic Conversion Event”.

ii) Conversion Price: Upon the occurrence of an Automatic Conversion Event, each share of Series B Preferred Stock remaining outstanding shall be converted into the Corporation’s Class A Common Stock with the conversion price being determined as set forth in Section 8(a) above. Such Automatic Conversion shall not impact or alter the rights, terms, conditions and obligations set forth in the Warrants described in Section 10 below.

(3) Mechanics of Conversion. Upon notice of discretionary conversion or upon the occurrence of an Automatic Conversion Event, the holder shall surrender the certificate or certificates of Series B Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such Series B Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the discretionary conversion notice or the closing of the Automatic Conversion Event causing such Series B Preferred Stock to be converted and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date. Such Automatic Conversion of Series B Preferred Stock shall be conditioned upon the closing of the Automatic Conversion Event, and the holders shall not be deemed to have converted such Series B Preferred Stock until immediately prior to the closing of such Automatic Conversion Event.

(4) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, such number of shares of its Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(i). Interest. Interest shall accrue monthly on the total Face Value of the Series B Preferred Stock at the rate of 10% per annum simple interest (the "Interest"). Interest shall be payable as provided for herein.

(j). Warrants. Holders of Shares of Series B Preferred Stock shall receive a warrant entitling such Holder to purchase ten (10) shares of the Company's Class A Common Stock for each Share of Series B Preferred Stock purchased by such Holder, with a term expiring on the third anniversary of the date of issuance of the first Share(s) of Series B Preferred Stock at an exercise price of \$7.50 per share of the Company's Class A Common Stock, with no cashless exercise provision.

(iv) CREATION and DESIGNATION OF PREFERENCES OF SERIES C PREFERRED STOCK

(A) Designation and Number. A series of Preferred Stock of the Corporation, designated the "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), is hereby established. The par value of the Series C Preferred Stock is \$.01 per share. The face value of each share of Series C Preferred Stock shall be \$7,600.00 per share (the "Face Value"). The number of shares of Series C Preferred Stock shall be up to 3,000.

(B) Rank. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, rank prior or senior to any class or series of common stock of the Corporation and any other class or series of equity securities with the exception of Series B Preferred Stock.

(C) Dividends.

In the event dividends are declared to be set aside and paid on any share of Junior Stock (as defined below), an additional dividend shall be declared and paid with respect to all outstanding shares of Series C Preferred Stock in an amount equal per share, on an as if converted basis based on the Optional Conversion Formula, to the amount declared for each share of Junior Stock. "Junior Stock" means any class or series of common stock of the Corporation and any other class or series of equity securities, excepting any class or series of stock which by its terms is on parity with or has a preference or priority over the Series C Preferred Stock in the event of any distribution of assets of the Corporation in a liquidation or upon the payment of any dividend.

(D) Liquidation Preference.

(1) Upon any voluntary or involuntary liquidation, Deemed Liquidation (as defined in part (d) below), dissolution or winding up of the Corporation, before any payment or distribution shall be made to or set apart for the holders of any other class of equity securities, the holders of Series C Preferred Stock shall be entitled to receive a liquidation preference of \$7,600.00 per share (plus outstanding Interest and any declared but unpaid dividends), but such holders shall not be entitled to any further payment. If upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, its assets, or proceeds thereof, distributable among the holders of Series C Preferred Stock shall be insufficient to pay in full the above described preferential amount, then such assets, or the proceeds thereof, shall be distributed among the holders of Series C Preferred Stock ratably in the same proportion as the respective amounts that would be payable on such Series C Preferred Stock if all amounts payable thereon were paid in full.

(2) Upon any liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Series C Preferred Stock, any other series or class or classes of Junior Stock shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series C Preferred Stock shall not be entitled to share therein.

(3) Written notice of any such liquidation, Deemed Liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series C Preferred Stock at the respective addresses

of such holders as the same shall appear on the stock transfer records of the Corporation.

(4) "Deemed Liquidation" shall occur upon (i) a consolidation or merger of the Corporation with or into another entity; (ii) a merger of another entity with or into the Corporation; (iii) a statutory stock exchange by the Corporation or (iv) a sale, lease or conveyance of all or substantially all of the Corporation's property or business.

(5) The liquidation preference of the outstanding shares of Series C Preferred Stock will not be added to the liabilities of the Corporation for the purpose of determining whether under the Corporation Law a distribution may be made to stockholders of the Corporation whose preferential rights upon dissolution of the Corporation are junior to those of holders of Series C Preferred Stock.

(E) Redemption.

Shares of Series C Preferred Stock shall be redeemable in cash at the sole option of the Holder by written redemption election from such Holder. Redemption election must be delivered by Holder to the Company prior to the date that is the third anniversary of the issuance date of the first Share(s) of Series C Preferred Stock (the "Maturity Date") and shall take place on the Maturity Date. Redemption price shall be the face value of the Series C Preferred Stock plus accrued interest.

The Series C Preferred Stock shall not be subject to any sinking fund or mandatory redemption.

(F) Voting Rights.

Holders of the Series C Preferred Stock shall not have any voting rights, except as provided by law.

(G) Restrictions on Transfer, Acquisition and Redemption of Shares. The Series C Preferred Stock is governed by and issued subject to all of the limitations, terms and conditions of the Corporation's Charter. Each certificate for Series C Preferred Stock shall bear substantially the following legend, in addition to any legend required by U.S. Securities laws:

"The Corporation will furnish to any stockholder on request and without charge a full statement of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the stock of each class which the Corporation is authorized to issue, to the extent they have been set, and of the authority of the Board of Directors to set the relative rights and preferences of a subsequent series of a preferred or special class of stock. Such request may be made to the Secretary of the Corporation."

(H) Conversion. The shares of Series C Preferred Stock are convertible or exchangeable for other securities of the Corporation as follows:

(1) Discretionary Right to Convert. Each Holder of shares of Series C Preferred Stock shall have the following discretionary right of Conversion:

Holder shall have the right to convert Holder's total amount paid for Series C Preferred Stock (the "Acquisition Price") along with interest accruing on such Acquisition Price into Company Class A Common Stock at a conversion price of \$4.00 per share of Corporation Class A Common Stock at any time prior to the Maturity Date.

(2) Automatic Conversion.

i) Triggering Events: Each share of Series C Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Class A Common Stock of the Corporation at the applicable Conversion Price at the time in effect for such share immediately upon the earlier of (i) the Corporation's listing of any class of its Class A Common Stock on a recognized national exchange pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), or (ii) the Corporation's closing of a Sale or Merger transaction which results in aggregate gross cash proceeds to the Corporation of not less than \$50,000,000. Collectively these events triggering conversion shall be referred to hereinafter as "Automatic Conversion Event".

ii) Conversion Price: Upon the occurrence of an Automatic Conversion Event, each share of Series C Preferred Stock remaining outstanding shall be converted into the

Corporation's Class A Common Stock with the conversion price as set forth in Section H(1) above. Such Automatic Conversion shall not impact or alter the rights, terms, conditions and obligations set forth in the Warrants described in Section (j) below.

(3) Mechanics of Conversion. Upon notice of discretionary conversion or upon the occurrence of an Automatic Conversion Event, the holder shall surrender the certificate or certificates of Series C Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such Series C Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series C Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the discretionary conversion notice or the closing of the Automatic Conversion Event causing such Series C Preferred Stock to be converted and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date. Such Automatic Conversion of Series C Preferred Stock shall be conditioned upon the closing of the Automatic Conversion Event, and the holders shall not be deemed to have converted such Series C Preferred Stock until immediately prior to the closing of such Automatic Conversion Event.

(4) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Series C Preferred Stock, such number of shares of its Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series C Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series C Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(i). Interest. Interest shall accrue monthly on the total Face Value of the Series C Preferred Stock at the rate of 10% per annum simple interest (the "Interest"). Interest shall be payable as provided for herein.

(j). Warrants. Holders of Shares of Series C Preferred Stock shall receive a warrant entitling such Holder to purchase one thousand nine hundred (1900) shares of the Corporation's Class A Common Stock for each Share of Series C Preferred Stock purchased by such Holder, with a term expiring on the third anniversary of the date of issuance of the first Share(s) of Series C Preferred Stock at an exercise price of \$7.50 per share of the Corporation's Class A Common Stock, with no cashless exercise provision.

(k) Holders of Shares of Series C Preferred Stock shall have a contingent right to receive a milestone payment upon the first to occur of the following triggering events: 1) Corporation's receipt of an initial cash payment on account of the license or sale of the Company's developmental pharmaceutical product in the field of Depression; or 2) Corporation's receipt of proceeds of sale of an initial Priority Review Voucher (the "Contingent Payment").

The right of Holders of Shares of Series C Preferred Stock to this Contingent Payment shall mature and become vested in the following circumstance:

A. The Series C Preferred Stock has converted to Class A Common stock, either by election of Holder or through Automatic Conversion Events described above; and

B. If the Company's Class A Common Stock is not publicly listed on the Maturity Date: The value of Corporation's Class A Common Stock received by Holder in conversion of Series C Preferred Stock investment amount plus accrued interest, measured as of the Maturity Date, is less than two times the original principal amount of Holder's investment

in Series C Preferred Stock; or

C. If the Corporation's Class A Common Stock is publicly listed on the Maturity Date: The value of the Corporation's Class A Common Stock issued to Holder in conversion of Series C Preferred Stock investment amount plus accrued interest based upon the closing trading price of Corporation's Class A Common Stock on any date on or before the Maturity Date has not equaled or exceeded two times the original principal amount of Holder's investment in Series C Preferred Stock.

NOTE: In the event that the Corporation's Class A Common Stock is not publicly listed on the Maturity Date, the value of the Corporation's Class A Common Stock shall be determined by independent third-party valuation by an experienced valuation expert.

IF a Contingent Payment right becomes vested, the amount of Holder's Contingent Payment right shall be calculated as follows:

[Two times the original principal amount of Holder's investment in Series C Preferred Stock]

MINUS

[Value Of Corporation's Class A Common Stock Issued To Holder (ON MATURITY DATE)]

Any Contingent Payment which becomes vested shall be paid to Holder within ninety (90) days of occurrence of the triggering milestone event.

In the event of occurrence of a Contingent Payment trigger event prior to the Maturity Date, and provided that the Contingent Payment right has not been extinguished in accordance with the provisions of subparagraph C above, the Company shall hold funds equal to the maximum potential Contingent Payment right until the earlier to occur of i) extinguishment of the Contingent Payment right; or ii) vesting of the Contingent Payment right on the Maturity Date.

(c) Options, Warrants & Rights.

(i) The Corporation may issue options, warrants and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

(ii) The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

ARTICLE V

To the fullest extent permitted by the FBCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the FBCL is amended after the effective date of this Amended and Restated Certificate of Incorporation 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 FBCL, as so amended.

The Corporation shall indemnify to the fullest extent permitted by the FBCL, as the same may be amended and supplemented from time to time, any and all persons whom it shall have power to indemnify under the FBCL. The indemnification provided for herein shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law under any Bylaw, agreement, vote of stockholders or disinterested directors of the Corporation, or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee, or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any repeal or modification of this Article V or amendment to the FBCL shall not adversely affect any right or protection of a director, officer, agent, or other person 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, officer, or agent occurring prior to, such repeal, modification, or amendment.

ARTICLE VI

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw. In addition, the Bylaws may be amended by the affirmative vote of holders of majority of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

The number of directors of the Corporation shall be a minimum of five and a maximum of twelve, as determined by resolution of the Board of Directors. Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

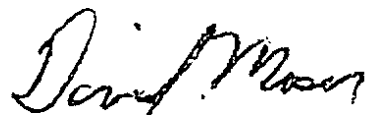
Advance notice of stockholder nominations for the election of directors and of any other business to be brought before any meeting of the stockholders shall be given in the manner provided in the Bylaws of the Corporation. Directors shall be elected to one-year terms. At each annual meeting of stockholders, all directors shall be chosen for a one-year term to succeed those whose terms expire; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the FBCL.

Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been duly elected and qualified.

ARTICLE VII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Second Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Corporation.



David Moser, JD, Secretary