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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
AGE REVERSAL THERAPEUTICS, INC.

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**ARTICLES OF INCORPORATION
OF
AGE REVERSAL THERAPEUTICS, INC.**

**ARTICLE I
INCORPORATOR**

The name of the incorporator is Lazarus Rothstein, Esq. and his address is 330 Clematis Street, Suite 217, West Palm Beach, Florida 33141.

**ARTICLE II
NAME**

The name of the corporation is AGE REVERSAL THERAPEUTICS, INC. (the "Corporation").

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Florida as now or hereafter in force.

**ARTICLE IV
RESIDENT AGENT AND PRINCIPAL OFFICE**

The name of the resident agent of the Corporation in Florida is Corporate Creations Network Inc. whose address is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410, Palm Beach County. The mailing address and the street address of the Corporation in the State of Florida is 401 E Las Olas Blvd, Suite 1400, Ft. Lauderdale, Florida 33301.

**ARTICLE V
PROVISIONS FOR DEFINING, LIMITING
AND REGULATING CERTAIN POWERS OF THE
CORPORATION AND OF THE SHAREHOLDERS AND DIRECTORS**

Section 5.1. *Numbers.* The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The manner of election and qualifications shall be provided in the Bylaws of the Corporation. The number of Directors of the Corporation initially shall be five (5), which number may be increased or decreased only by the Board of Directors pursuant to the Bylaws (as defined below), but shall never be less than the minimum number required by the Florida Business Corporation Act (the "FBCA"). The name and address of the initial directors who shall serve until the first annual meeting of shareholders and until their respective successors are duly elected and qualified are:

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William J. Bill Faloon
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Patricia Riley
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Maximus V. Peto
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Benjamin Best
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

James Riley
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

The initial officers of the Corporation and their addresses are:

Patricia Riley – Chief Executive Officer and President
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Maximus V. Peto – Chief Financial Officer, Treasurer and Secretary
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Douglas F. Gass – Chief Operating Officer and Vice President and Assistant Secretary
401 E Las Olas Blvd, Suite 1400
Ft Lauderdale, Florida 33309

Section 5.2. *Authorization by Board of Stock Issuance.* The Board of Directors may authorize the issuance from time to time of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

Section 5.3. *Preemptive Rights.* Except as may be provided by the Board of Directors in setting the terms of classified or reclassified shares of stock pursuant to Section 6.4 or as may otherwise be provided by contract, no holder of shares of stock of the Corporation shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation or any other security of the Corporation which it may issue or sell.

Section 5.4. *Appraisal Rights.* No holder of any preferred stock of the Corporation shall be entitled to any appraisal rights unless the Board of Directors, upon the affirmative vote of a majority of the entire Board of Directors, shall determine that such rights apply, with respect to all or any classes or series of preferred stock, or any proportion of the shares thereof, to a particular transaction or all transactions occurring after the date of such determination.

Section 5.5. *Bylaws.* The Board of Directors shall adopt the initial bylaws of the Corporation (the "Bylaws") as soon as reasonably practicable following the date hereof.

ARTICLE VI STOCK

Section 6.1. *Authorized Shares.* The Corporation has authority to issue 310,000,000 shares of stock initially consisting of (i) 300,000,000 shares of common stock, \$0.001 par value per share ("Common Stock") and 10,000,000 shares of preferred stock, \$0.001 par value per share ("Preferred Stock").

Section 6.2. *Common Stock.* Each share of Common Stock shall entitle the holder thereof to one vote. The Board of Directors may reclassify any unissued shares of Common Stock from time to time in one or more classes or series of stock.

Section 6.3. *Preferred Stock.* The Board of Directors may issue any authorized but unissued shares of Preferred Stock from time to time, in one or more series of Preferred Stock, which shall have the voting and other rights as determined by the Board of Directors as set forth herein.

Section 6.4. *Terms of Class or Series.* The Board of Directors may determine, in whole or part, the preferences, limitations, and relative rights (within the limits set forth in Section 607.0601 of the FBCA) of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series, upon compliance with the requirements of such Section of the FBCA.

Section 6.5. *Inspection of Books and Records.* A shareholder that is otherwise eligible under applicable law to inspect the Corporation's books of account, stock ledger, or other specified documents of the Corporation shall have no right to make such inspection if the Board of Directors determines that such stockholder has an improper purpose for requesting such inspection.

Section 6.6. *Articles and Bylaws.* All persons who acquire shares in the Corporation shall acquire such stock subject to the provisions of these Articles and the Bylaws. The Board of Directors of the Corporation shall have the exclusive power, at any time, to make, alter, amend or repeal the Bylaws in accordance with its terms.

ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION AND ADVANCE OF EXPENSES

Section 7.1. *Limitation of Liability.* To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no present or former director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages.

Section 7.2. *Indemnification and Advance of Expenses.* The Corporation shall have the power, to the maximum extent permitted by Florida law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of

a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 7.3. *Amendment or Repeal.* Neither the amendment nor repeal of this Article VII, nor the adoption or amendment of any other provision of the Articles or Bylaws inconsistent with this Article VII, shall apply to or affect in any respect the applicability of the preceding sections of this Article VII with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

SIGNATURES

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


Lazarus Rothstein, Incorporator

7-25-2016
Date

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:

Corporate Creations Network Inc.

By: _____

07/25/2016

Date

Name: Kristine Roy

Title: Special Secretary