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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DIVERSE BIOTECH, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DIVERSE BIOTECH, INC.**

Florida Document Number: P17000069679

Pursuant to the provisions of Section 607.1007, Florida Statutes, this **Florida Profit Corporation**, incorporated under the Florida Business Corporation Act (the "Act"), adopts the following amendment(s) to its Articles of Incorporation:

The Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is **DIVERSE BIOTECH, INC.**

**ARTICLE II  
SHARES**

Section 1. Authorized Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is **42,300,000** shares, par value \$0.0001 per share, and the class of such stock shall be as follows:

| <u>Number of<br/>Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|--|------------------|-----------------------|
| 39,300,000                             | \$0.0001         | Common Stock          |
| 3,000,000                              | \$0.0001         | Preferred Stock       |

Section 2. Common Stock. Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article.

Section 3. Preferred Stock. Except for Series A Preferred Stock designated in accordance with Section 4 of this Article, and Class A2 Preferred Stock designated in accordance with Section 5 of this Article, Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Act.

Section 4. Designation of Series A Preferred Stock. A total of **1,302,083** shares shall be designated as "Series A Preferred Stock" with the rights, preferences, privileges, and restrictions set forth below in this Section 4 (notwithstanding any contrary provisions of Sections 6, 7 or 8 of this Article.

(A) Voting Rights. Each share of Series A Preferred Stock shall be:

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- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to those set forth in Section 6 of this Article, except as otherwise expressly provided in this Section 4 or as otherwise required by law, voting together with all other shares of Series A Preferred Stock as a single class; and
- (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

- (B) Liquidation Preference. Upon the liquidation of the Corporation, the holders of Series A Preferred Stock shall, by reason of their ownership thereof, be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock and, subject to the provisions of Section 4(D), the Additional Preferred Stock (as defined in Section 4(D)), an amount equal to \$3.20 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions, and stock dividends), plus an amount equal to all declared but unpaid dividends, if any (being the "Series A Preferred Amount"). If, upon the liquidation of the Corporation, the assets and funds distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to all such holders of Series A Preferred Stock of the full Series A Preferred Amount due them, then, subject to the provisions of Section 4(D), the entire assets and funds of the Corporation legally available for distribution shall be divided between the Series A Preferred Stock on a pro rata basis.

- (C) Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows:

- (1) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalizations, and stock dividends or distributions.
- (2) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations,

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consolidations, recapitalization, and stock dividends or distributions, immediately prior to the earlier of the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

- (D) Designation of Preferred Stock with Rights, Privileges, or Preferences Superior to the Series A Preferred Stock. Notwithstanding any contrary provisions of the Act, the Corporation may, in accordance with its Articles of Incorporation, designate (and issue) all or any portion of the remaining authorized but unissued Preferred Stock (the "**Additional Preferred Stock**") as having rights, preferences, privileges, including without limitation, conversion, voting, liquidation, and dividend preferences, that are superior to those of the previously designated and issued Series A Preferred Stock, without the approval of the holders of the issued and outstanding Series A Preferred Stock, if and on if:

- (1) The per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$3.20, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions; and
- (2) No liquidation preference so designated is in excess of the per share purchase price for such Additional Shares.

Section 5. Designation of Class A2 Preferred Stock. A total of 100,000 shares shall be designated as "Class A2 Preferred Stock" with the rights, preferences, privileges, and restrictions set forth below in this Section 5 (notwithstanding any contrary provisions of Sections 6, 7 or 8 of this Article.

- (A) Voting Rights. Each share of Class A2 Preferred Stock shall be:

- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Class A2 Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to those set forth in Section 6 of this Article, except as otherwise expressly provided in this Section 5 or as otherwise required by law, voting together with all other shares of Class A2 Preferred Stock as a single class; and
- (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Class A2 Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

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- (B) Distribution Preference. After the approval by the U.S. Food and Drug Administration ("FDA") of an Investigational New Drug ("IND") application requested by the Corporation, and upon the Corporation entering into the first incoming licensing agreement after IND application is accepted by the FDA and after actually receiving gross revenue of more than \$25 million, the holders of Class A2 Preferred Stock shall, by reason of their ownership thereof, be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock and, subject to the provisions of Section 4(D), the Series A Preferred Stock and any Additional Preferred Stock (as defined in Section 4(D)), an amount equal to \$16.96 per share of Class A2 Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions, and stock dividends) (being the "**Class A2 Preferred Amount**"). The above described \$16.96 distribution per share of Class A2 is a one-time event. For each share, after the first distribution of \$16.96 occurs, the Class A2 share(s) then convert(s) to common stock with common stock rights.

Section 6. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock, the Class A2 Preferred Stock, and any other series or class of Preferred Stock that may be designated from time to time, in accordance with Section 3 of this Article, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 7. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock, the Class A2 Preferred Stock, and any other series of Preferred Stock that may be established from time to time in accordance with Section 3 of this Article, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore in accordance with the Act, such dividends as may be declared from time to time by the Board of Directors.

Section 8. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock, the Class A2 Preferred Stock, and any other series of Preferred Stock that may be established from time to time in accordance with Section 3 of this Article, upon the liquidation of the Corporation, the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 9. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Board of Directors shall be the sole judgments of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

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### ARTICLE III PRINCIPAL OFFICE

The address of the Principal Office of the corporation is as follows:

1951 NW 7<sup>th</sup> Avenue, Suite 600  
Miami, FL 33136

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

### ARTICLE IV MAILING ADDRESS

The mailing address of the corporation is as follows:

1951 NW 7<sup>th</sup> Avenue, Suite 600  
Miami, FL 33136

### ARTICLE V BOARD OF DIRECTORS

Section 1. Number. The number of Directors of this Corporation may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. The current directors are as follows:

| <u>Name</u>     | <u>Address</u>   |
|-----------------|--|
| William Fisher  | 1951 NW 7 <sup>th</sup> Avenue, Suite 600<br>Miami, FL 33136 |
| Philip Arlen    | 1951 NW 7 <sup>th</sup> Avenue, Suite 600<br>Miami, FL 33136 |
| John Patrick    | 30 N. Gould Street<br>Sheridan, WY 82801                     |
| Phyllis Fenney  | 1951 NW 7 <sup>th</sup> Avenue, Suite 600<br>Miami, FL 33136 |
| Phillip Haretos | 1951 NW 7 <sup>th</sup> Avenue, Suite 600<br>Miami, FL 33136 |

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Section 2. Compensation. Directors shall receive such compensation for their services as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Officers. Nothing in this Article shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 4. Removal. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, either for cause deemed sufficient by such Shareholders or for no cause.

Section 5. Vacancy. In case one or more vacancies shall occur in the Board of Directors may reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, that any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VI AMENDMENT

These restated articles of incorporation may be amended in the manner provided by law.

#### ARTICLE VII BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE VIII SHAREHOLDERS' AGREEMENTS

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between an among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by the Shareholders who are parties

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to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may preempt the Shareholders' Agreement signed by all Shareholders.

## ARTICLE IX AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, dealing with affiliated transactions.

## ARTICLE X CONSOLIDATION

These restated articles of incorporation consolidate all amendments, if any, into a single document.

## ARTICLE XI ADOPTION INFORMATION

Check if applicable:

- ☐ The amendment(s) is/are being filed pursuant to Section 607.0120(11)(e), Florida Statutes.

The date of adoption for each amendment: March 3rd, 2023

Effective date if different than the date of filing: \_\_\_\_\_

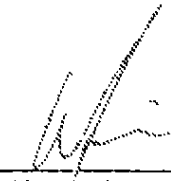
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date. If the date inserted does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.)

### Adoption of Amendment(s): (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action. Shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment by the shareholders was 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 sufficient for approval by \_\_\_\_\_."*

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Dated: March 3rd, 2023.



(Signature)

William Fisher

(Typed or printed name of person signing)

Director

(Title of person signing)

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U.S. DISTRICT COURT  
SOUTHERD DISTRICT OF FLORIDA  
CORPORATE RECORDS SECTION