

P17000078559

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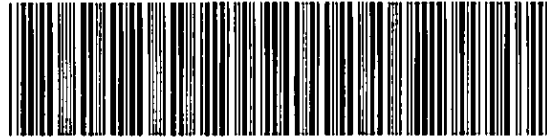
(Business Entity Name)

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 986345 4303929

AUTHORIZATION *[Signature]*

COST LIMIT : \$ 35.00

ORDER DATE : December 29, 2017

ORDER TIME : 9:42 AM

ORDER NO. : 986345-005

CUSTOMER NO: 4303929

DOMESTIC AMENDMENT FILING

NAME: SERUM INSTITUTE INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT#

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SERUM INSTITUTE INC.**

17 DEC 29 PM 10:20
FILED
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Serum Institute Inc. (the "Corporation").
2. The original Articles of Incorporation of the Corporation (the "Original Articles of Incorporation") were filed with the Department of State of the State of Florida on the 29 day of September, 2017, under Document No. P17000078559.
3. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Sole Director of the Corporation on December 29, 2017 in accordance with Sections 607.1005 of the Florida Business Corporation Act.
4. The Original Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is Serum Institute Inc.

**ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 12555 Orange Dr., Suite 266, Davie, FL 33330.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is founded is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE IV
DURATION**

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 15,000 shares of common stock, with a par value of \$1.00 per share.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors of the Corporation (the "Board") shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The name and address of the initial director is Mr. Amit Tryambak Thatte, 12555 Orange Dr., Suite 266, Davie, FL 33330.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VIII INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited


liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding if such Indemnified Person acted in good faith and in a manner such Indemnified Person reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; *provided, however,* that, no indemnification shall be made in respect of any claim, issue or matter as to which such Indemnified Person shall have been or adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Indemnified Person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however,* that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article VIII or otherwise.

ARTICLE IX

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A. 333 SE 2nd Avenue, 44th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 29 day of December, 2017



Name: Amit Tryambak Thatte
Title: President