

P170000101244

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DIVISION OF CORPORATION
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1. RXMP THERAPEUTICS, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
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3. _____
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**SPECIAL
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 2, 2020

CORPORATE ACCESS, INC.

SUBJECT: RXMP THERAPEUTICS, INC.
Ref. Number: P17000101244

We have received your document for RXMP THERAPEUTICS, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 420A00021800

Corrected

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RxMP THERAPEUTICS, INC.**

RxMP Therapeutics, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

- (a) The Corporation was incorporated pursuant to the Act effective as of December 31, 2017. The original articles of incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on December 26, 2017;
- (b) The Board of Directors of the Corporation duly adopted resolutions approving these Amended and Restated Articles of Incorporation of the Corporation, declaring these Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor;
- (c) The shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation by written consent in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (d) These Amended and Restated Articles of Incorporation restate, integrate and amend the original Articles of Incorporation of the Corporation and the text of the Articles of Incorporation is amended and restated to read in full as follows:

ARTICLE I

The name of this Corporation is "RxMP THERAPEUTICS, INC."

ARTICLE II

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

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 790 NW 107th Ave., Suite 215, Miami, FL 33172.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall

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have authority to issue is 5,000,000 shares of which (i) 4,000,000 shares are common stock, \$.01 par value per share ("Common Stock"), all of which will be designated "Class A Common Stock" and (ii) 1,000,000 shares of Preferred Convertible Stock, \$.01 par value per share ("Preferred Convertible Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation. Unless otherwise indicated, references to "Sections" or "Subsections" in this Article refer to sections and subsections of this Article IV.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Convertible Stock set forth herein and as may be designated by resolution of the Board of Directors with respect to any series of Preferred Convertible Stock as authorized herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Convertible Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote.

B. PREFERRED CONVERTIBLE STOCK

1. Voting and Other Rights. The holders of the Preferred Convertible Stock, unless there is a Conversion (as defined below), are entitled to a vote, but shall not receive distributions other than the Preferred Return.

2. Preferred Return. The holder of a share of Preferred Convertible Stock is entitled to a "Preferred Return" in the amount of 4% of the Debt Conversion Basis Value (as defined in the Bylaws and/or Shareholder Agreement) per annum, per share, accrued and payable upon Conversion.

3. Terms of Conversion.

a. In the event of a third party investment in the Corporation, Preferred Convertible Stock may, upon written notice of the holder of Preferred Convertible Stock to the Corporation, be converted (a "Conversion") into the Corporation's Class A Common Stock or the next issued series or class of securities (the

"Conversion Securities") at a conversion basis, which, assuming the Preferred Convertible Stock value of the Debt Conversion Basis Value per share, is the lesser of (i) a twenty percent (20%) discount to the price per shares being paid by the investors in such third party investment in the Corporation, and (ii) the price per share of the Conversion Securities (determined on an as converted basis, if the Conversion Security is itself a convertible security) equal to the quotient of Seven Million Dollars (\$7,000,000) (the "Capped Valuation") divided by the aggregate number of outstanding shares in the Corporation as of immediately prior to the closing date of the transaction (calculated on a "broad-based" as-converted basis, assuming all outstanding or reserved convertible securities (other than the Preferred Convertible Stock being converted in such instance) or options/warrants have been converted or exercised) (the "Conversion Price"). The Preferred Convertible Stock shall convert into Conversion Securities upon the effective date of the closing of such investors purchasing the equity in the third party investment in the Corporation. At the option of the holder of Preferred Convertible Stock, the Preferred Convertible Stock shall be subject to such automatic conversion upon a third party investment only if the terms of the Conversion Securities provide holders (i) the right to participate pro rata in future financings, and (ii) contain customary anti-dilution protections.

b. The holder of Preferred Convertible Stock shall also have the option, at any time and in its sole discretion, and upon written notice to the Corporation, to convert the Preferred Convertible Stock into Common Stock of the Corporation on a 1 to 1 basis.

c. Upon any conversion of the Preferred Convertible Stock, the holders will elect to have such accrued but unpaid Preferred Returns converted into Conversion Securities or paid in cash.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time by the Board of Directors or as otherwise set forth in the Bylaws or Shareholder Agreement.

ARTICLE VI

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director 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. If the Act is amended 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 Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

The name and street address of the registered agent:

Martin T Schrier
200 S. Biscayne Blvd.
Suite 3000
Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent Signature:



Martin T. Schrier

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 30th day of October, 2020.

RAMP THERAPEUTICS, INC.

By: 
Name: Wayne A. Berlin
Title: Secretary