

PI9 0000 66329

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2022 JAN 10 PM 3:13
SECRETARY OF STATE
TALLahassee, FL 32301

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alpha Cognition USA Inc.

DOCUMENT NUMBER: P19000066329

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

Please return all correspondence concerning this matter to the following:

Kenneth A Cawkell
Name of Contact Person
Alpha Cognition USA Inc.
Firm/ Company
2732 Eleanor Way,
Address
Wellington, FL 33414
City/ State and Zip Code
kcawkell@alphacognition.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kenneth A Cawkell at (604) 619 0990
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2022 JAN 10 PM 3:13

ALPHA COGNITION USA INC.

(Name of Corporation as currently filed with the Florida Dept. of State) ANASSEE, FLA

P19000066329

(Document Number of Corporation (if known))

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

A. If amending name, enter the new name of the corporation:

N/A

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."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

2732 Eleanor Way,

Wellington, FL. 33414

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

2732 Eleanor Way,

Wellington, FL. 33414

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

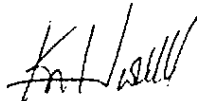
Name of New Registered Agent Kenneth A Cawkell

(Florida street address)

New Registered Office Address: 2732 Eleanor Way, Wellington, FL. 33414
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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

Check if applicable

☐ 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

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>P</u>	<u>Frederick Sancilio</u>	<u>4244 SE Centerboard Ln</u>
<input type="checkbox"/> Add			<u>Stuart, FL 34997</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>P</u>	<u>Michael McFadden</u>	<u>20073 Fiddler's Green</u>
<input checked="" type="checkbox"/> Add			<u>Frisco, Texas 75036</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>CFOS</u>	<u>Jeremy Wright</u>	<u>c/o Morton Law LLP</u>
<input checked="" type="checkbox"/> Add			<u>1200-750 Pender St W. Vancouver</u>
<input type="checkbox"/> Remove			<u>British Columbia V6C 2T8 Canada</u>
4) <input checked="" type="checkbox"/> Change	<u>D</u>	<u>Ken Cawkell</u>	<u>c/o Morton Law LLP</u>
<input type="checkbox"/> Add			<u>1200-750 Pender St W. Vancouver</u>
<input type="checkbox"/> Remove			<u>British Columbia V6C 2T8 Canada</u>
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			

E. If amending or adding additional Articles, enter change(s) here:

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

N/A

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)

N/A

December 23, 2021

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

Effective date if applicable: _____
(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 Alpha Cognition Canada Inc. - sole shareholder
_____."
(voting group)

Jan 3, 2022
Dated _____

Signature _____
(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)

Kenneth Cawkell

(Typed or printed name of person signing)

Director

(Title of person signing)