

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GUIDENT CORP**

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$35.00

2021 AUG 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FL

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August 12, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GUIDENT CORP
901 NW 35TH STREET - STE. 101E
BOCA RATON, FL 33431

SUBJECT: GUIDENT CORP
REF: P20000018417

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the corporation is a PROFIT corporation it must be signed 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.

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) 245-6051.

Stacy Prather
Regulatory Specialist III

FAX Aud. #: H21000303274
Letter Number: 421A00019221

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**Articles of Amendment
to
Articles of Incorporation
of**

Guident Corp

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

P20000018417

(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:

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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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

(Florida street address)

New Registered Office Address:

(City)

Florida

(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.

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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:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
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	_____	_____	_____

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

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

***See attached Certificate of Designations of Class B Convertible Preferred Stock of Guident Corp**

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)2021 AUG 12 AM 10:57
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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 _____."
(voting group)

Dated August 10, 2021

Signature

Harald Braun

(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)

Harald Braun

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

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**Articles of Amendment
and
Certificate of Designations of Preferences and Rights of Class A Convertible Preferred Stock
of
Guident Corp.
A Florida corporation**

Guident Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that pursuant to the provisions of Section 607.0602 and Section 607.0821 of the Act, the Corporation hereby states as follows:

1. The name of the Corporation is Guident Corp.
2. The Corporation is authorized to issue fifty million (50,000,000) shares of common stock, par value \$0.00001 per share (the "Common Stock") and fifteen million (15,000,000) shares of preferred stock, \$0.00001 par value per share (the "Preferred Stock").
3. Pursuant to a Unanimous Written Consent of the Board of Directors of the Corporation dated August 10, 2021, the Board of Directors duly adopted the resolutions set forth below:

WHEREAS, the Articles of Incorporation of the Corporation authorize the issuance by the Corporation of fifty million (50,000,000) shares of common stock, par value \$0.00001 per share (the "Common Stock") and fifteen million (15,000,000) shares of preferred stock, \$0.00001 par value per share (the "Preferred Stock"), with such Preferred Stock having the preferences, limitations and relative rights as may be determined from time to time pursuant to a resolution adopted by a majority of the directors participating in a duly convened meeting of the board of directors of the Corporation at which a quorum is present or by written consent of the directors adopted in accordance with the bylaws of the Corporation;

NOW THEREFORE, BE IT RESOLVED, that there is hereby designated three million (3,000,000) shares of the Preferred Stock as the Class A Convertible Preferred Stock, par value \$0.00001 per share, of the Corporation, and the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

CLASS A CONVERTIBLE PREFERRED STOCK

Section 1. Powers and Rights of Class A Convertible Preferred Stock. There is hereby designated a class of Preferred Stock of the Corporation as the Class A Convertible Preferred Stock, par value \$0.00001 per share, of the Corporation (the "Class A Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class A Stock shall be as set forth in this Certificate of Designations of Preferences and Rights of Class A Convertible Preferred Stock (this "Certificate of Designations"). For purposes hereon, a holder of a share or shares of Class A Stock, with respect to their rights as related to the Class A Stock, shall be referred to as a "Class A Holder."

Section 2. Number and Stated Value. The number of authorized shares of the Class A Stock is three million (3,000,000) shares. Each share of Class A Stock shall have a stated value of \$1.00 (the "Stated Value").

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Section 3. Dividends.

- (a) Commencing on the date that the Class A Stock is initially issued to the Class A Holder thereof and for as long as such Class A Stock is issued and outstanding, cumulative dividends shall accrue on each such share of Class A Stock, at the rate of eight percent (8%) of the Stated Value per annum, non-compounding (the "Class A Dividend").
- (b) The Class A Dividend shall accrue from the date of issuance of the applicable Class A Stock and shall, subject to the terms and conditions herein, be paid in cash by the Corporation at the time of any conversion of the applicable Class A Stock into Conversion Shares (as defined below), and, in the event that the applicable Class A Stock has not been converted into Conversion Shares by July 31, 2024 (the "End Date") shall be paid by the Corporation on August 1, 2024 with respect to such applicable shares of Class A Stock.
- (c) In the event that the applicable Class A Stock has not been converted into Conversion Shares by the End Date, the Class A Dividend shall continue to accrue on the outstanding Class A Stock following the End Date until such Class A Stock is converted into Conversion Shares, and shall be paid annually until such time, on the first Business Day (as defined below) of each calendar year with respect to the immediately preceding calendar year, or portion thereof, to holders of record as of last Business Day of the applicable preceding calendar year for which the Class A Dividend is being paid. The term "Business Day" shall mean any day, other than a Saturday or Sunday or a day on which banking institutions in the State of Florida are authorized or obligated by law or executive order to close.
- (d) Class A Dividends shall be paid in cash via wire transfer to the account for the Class A Holder as set forth in the books and records of the Corporation, or via check, as determined by the Board of Directors of the Corporation (the "Board"). Notwithstanding anything to the contrary contained herein, dividends on the Class A Stock will accumulate whether or not the Corporation has earnings, whether or not there are funds legally available for the payment of those dividends and whether or not those dividends are declared by the Board.
- (e) No dividends on shares of Class A Stock shall be authorized by the Board, or paid or set apart for payment by the Corporation at any time when the terms and provisions of any agreement of the Corporation, including any agreement relating to any indebtedness of the Corporation, prohibits the authorization, payment or setting apart for payment thereof or provides that the authorization, payment or setting apart for payment thereof would constitute a breach of the agreement or a default under the agreement, or if the authorization, payment or setting apart for payment shall be restricted or prohibited by law.
- (f) Unless all accrued Class A Dividends have been paid, (i) no dividends shall be declared or paid or set aside for payment upon shares of Common Stock or Preferred Stock that the Corporation may issue ranking junior to the Class A Stock as to the payment of dividends, or upon liquidation, dissolution, or winding up of the Corporation, (ii) no other distribution shall be declared or made upon shares of Common Stock or Preferred Stock that the Corporation may issue ranking junior to the Class A Stock as to the payment of dividends, or the distribution of assets upon liquidation, dissolution, or winding up, and (iii) any shares of Common Stock and Preferred Stock that the Corporation may issue ranking junior to the Class A Stock as to the payment of dividends, or the distribution of assets upon liquidation, dissolution, or winding up, shall not be redeemed, purchased or otherwise acquired for any consideration (or any moneys

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be paid to or made available for a sinking fund for the redemption of any such shares) by the Corporation (except by conversion into or exchange for other capital stock of the Corporation that it may issue ranking junior to the Class A Stock as to the payment of dividends, or the distribution of assets upon liquidation, dissolution, or winding up).

- (g) Subject to the terms herein, the Corporation may elect, in its sole discretion, to pay all or any part of the accrued and unpaid Class A Dividend sooner than otherwise required hereunder.

Section 4. Liquidation Preference.

- (a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event"), the Class A Stock will be entitled to be paid out of the assets the Corporation has legally available for distribution to its shareholders, subject to the preferential rights of the holders of any class or series of capital stock of the Corporation it may issue ranking senior to the Class A Stock with respect to the distribution of assets upon such Liquidation Event, a liquidation preference equal to the accrued and unpaid Class A Dividends (collectively, the "Outstanding Amount"), before any distribution of assets is made to holders of shares of common stock, par value \$0.00001 per share, of the Corporation (the "Common Stock") or any other class or series of capital stock of the Corporation that the Corporation may issue that ranks junior to the Class A Stock as to liquidation rights (the "Class A Liquidation Preference").
- (b) If, upon such Liquidation Event and after the payment of preferential amounts required to be paid to holders of any series of Preferred Stock having a ranking upon liquidation senior to the Class A Stock, the assets of the Corporation available for distribution to the shareholders of the Corporation are insufficient to provide for both the payment of the full Class A Liquidation Preference and the preferential amounts (if any) required to be paid to holders of any other series of Preferred Stock having a ranking upon liquidation *pari passu* with the Class A Stock, such assets as are so available shall be distributed among the Class A Holders (with respect to their Class A Stock) and the holders of any other series of Preferred Stock having a ranking upon liquidation *pari passu* with the Class A Stock in proportion to the relative aggregate preferential amount each such holder is otherwise entitled to receive. After the payment or the setting apart for payment to the Class A Holders (with respect to their Class A Stock) and to the holders of any other series of Preferred Stock having a ranking upon liquidation senior to the Common Stock of the preferential amounts so payable to them, if assets remain in the Corporation, the Class A Holders (with respect to their Class A Stock) shall participate in any further distribution of the assets of the Corporation as set forth in Section 4(c).
- (c) Upon any Liquidation Event, after payment of the full amount of the Class A Liquidation Preference, the Class A Stock will participate with the Common Stock with respect to any payments or distributions to the Common Stock on an as-converted to Common Stock basis (as set forth below), but without any conversion being required in connection therewith.
- (d) The consolidation or merger of the Corporation with or into any other corporation, trust or entity or of any other entity with or into the Corporation, or the sale, lease, transfer or conveyance of all or substantially all of the property or business the Corporation, shall not be deemed a liquidation, dissolution or winding up of the Corporation.

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Section 5. Participation. Other than as specifically set forth herein, the Class A Stock shall not participate in any dividends, distributions or payments to the holders of the Common Stock or any other classes of Preferred Stock of the Corporation.

Section 6. Conversion.

(a) Conversion Shares and Conversion Ratio. Upon the occurrence of the events as set forth in this Section 6, each share of the Class A Stock shall automatically be converted into one share (as the same may be adjusted as set forth herein, the "Conversion Ratio") of fully paid and non-assessable shares of Common Stock (the "Conversion Shares").

(b) Adjustment to Conversion Ratio. Without limiting any provision herewith, if the Corporation at any time on or after the date of the filing of this Certificate of Designations subdivides or combines (by any stock split, stock dividend, stock combination, recapitalization or other similar transaction) the outstanding shares of Common Stock into a greater or lesser number of shares, the Conversion Ratio in effect immediately prior to such subdivision will be equitably and proportionately adjusted. By way of example and not limitation, in the event of a two-for-one forward split of the Common Stock, whereby each share of Common Stock is converted into two shares of Common Stock, the Conversion Ratio shall adjusted to be two shares of Common Stock per share of Class A Stock, and, in the event of a two-for-one reverse split of the Common Stock, whereby each share of Common Stock is converted into one half of a share of Common Stock, the Conversion Ratio shall be adjusted to be one-half of a share of Common Stock per share of Class A Stock. Any adjustment pursuant to this Section 6(b) shall become effective immediately after the effective date of such subdivision or combination. All calculations under this Section 6(b) shall be made by rounding to the nearest whole cent.

(c) Conversion on Initial Public Offering.

(i) For purposes herein, an "Initial Public Offering" means the closing of the Corporation's first firm commitment underwritten initial public offering of Common Stock pursuant to a registration statement filed under the Securities Act of 1933, as amended (the "Securities Act").

(ii) On the first Business Day following an Initial Public Offering (the "IPO Conversion Date"), each share of Class A Stock shall automatically be converted into a number of Conversion Shares as is determined by reference to the Conversion Ratio at such time. For the avoidance of doubt, the Conversion Shares issued upon a conversion pursuant to this Section 6(c) shall be unregistered shares of Common Stock and not the shares of Common Stock being sold in the Initial Public Offering.

(d) Conversion on Corporate Transaction.

(i) "Corporate Transaction" means any of (i) the consummation of a merger, consolidation, acquisition, separation, reorganization, or similar occurrence, in which either the Corporation is not the surviving entity or in which the shareholders of the Corporation immediately prior to such transaction cease to hold at least 50% of the issued and outstanding shares of Common Stock following the closing of such transaction, and in each case in a single transaction or a series of related transactions; or (ii) a transfer of

all or substantially all of the assets of the Corporation in a single transaction or a series of related transactions.

- (ii) Immediately prior to the consummation of a Corporate Transaction, each share of Class A Stock shall automatically be converted into a number of Conversion Shares as is determined by reference to the Conversion Ratio at such time, and the Conversion Shares so issued shall then participate in any payments to the shares of Common Stock in the Corporate Transaction on the same basis as any other shares of Common Stock, subject to the provisions of Section 6(d)(iii).
- (iii) For the avoidance of doubt, in the event that a Corporate Transaction is related to, or is a part of, a liquidation, dissolution or winding up of the Corporation as set forth in Section 4, then (1) the Class A Stock shall be entitled to receive the liquidation preference as set forth in Section 4(a) and Section 4(b); and (2) the Class A Stock shall not be converted into Common Stock but shall participate with the Common Stock on any additional payments or distributions pursuant to Section 4(c).

(e) Conversion at the Election of the Corporation.

- (i) At any time following July 31, 2024, all or a portion of the Class A Stock then issued and outstanding at such time may be converted into Conversion Shares at the election of the Corporation, upon notice to the applicable Class A Holder(s). The Corporation need not elect to convert the same number or percentage of shares of Class A Stock from each Class A Holder, and may allocate any such conversion among the Class A Holders as the Corporation may determine.
- (ii) Effective as of the date of the Corporation's election pursuant to Section 6(e)(i), the applicable shares of Class B Stock shall automatically be converted into a number of Conversion Shares as is determined by reference to the Conversion Ratio at such time.

(f) Additional Provisions.

- (i) No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Class A Stock. As to any fraction of a share which the Class A Holder would otherwise be entitled to receive or purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board, or round up to the next whole share of Common Stock.
- (ii) The issuance of Conversion Shares on conversion of Class A Stock shall be made without charge to any Class A Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Conversion Shares, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such Conversion Shares upon conversion in a name other than that of the Class A Holders of such shares of Class A Stock and the Corporation shall not be required to issue or deliver such Class A Conversion Shares unless or until the Person (as defined below) or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall

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have established to the satisfaction of the Corporation that such tax has been paid. For purposes hereof, "Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

- (iii) Subject to the provisions of this Section 6, in the event that, prior to any conversion hereunder, the shares of Common Stock are converted into another class of securities of the Corporation or any successor entity to the Corporation, whether by way of merger, reorganization, re-incorporation or otherwise (the "Replacement Securities"), any reference herein to the Common Stock (whether standing alone or as part of another defined term herein) shall be deemed a reference to such Replacement Securities. In the event that, prior to any conversion hereunder, the Corporation completes a merger or share exchange with another entity wherein all of the issued and outstanding shares of Common Stock are exchanged for equity interests in the other entity (the "Exchanged Securities"), any reference herein to the Common Stock (whether standing alone or as part of another defined term herein) shall be deemed a reference to such Exchanged Securities.
- (iv) Upon any conversion of the Class A Stock into Conversion Shares as set forth in this Section 6, the Outstanding Amount with respect to the Class A Stock being so converted shall be paid in cash to the applicable Class A Holder whose Class A Stock is being so converted.
- (g) Concerning the Conversion Shares. The shares of Common Stock issuable upon conversion of the Class A Stock may not be sold or transferred unless: (i) such shares of Common Stock are sold pursuant to an effective registration statement under the Securities Act or (ii) the Corporation and its transfer agent, if any, shall have been furnished with an opinion of counsel (which opinion shall be in form, substance and scope customary for opinions of counsel in comparable transactions) to the effect that the shares to be sold or transferred may be sold or transferred pursuant to an exemption from such registration (such as Rule 144 or a successor rule) ("Rule 144"); or (iii) such shares of Common Stock are transferred to an "affiliate" (as defined in Rule 144) of the applicable Class A Holder who agrees to sell or otherwise transfer the shares only in accordance with this section and who is an accredited investor (as defined in Rule 501 under Regulation D promulgated pursuant to the Securities Act). Any restrictive legend on any certificates representing shares of Common Stock issuable upon conversion of the Class A Stock shall be removed and the Corporation shall issue to the applicable Class A Holder a new certificate therefore free of any transfer legend if the Corporation or its transfer agent shall have received an opinion of counsel from applicable Class A Holder's counsel, in form, substance and scope customary for opinions of counsel in comparable transactions, to the effect that (i) a public sale or transfer of such Common Stock may be made without registration under the Securities Act, which opinion shall be accepted by the Corporation so that the sale or transfer is effected; or (ii) in the case of the Common Stock issuable upon conversion of the Class A Stock such security is registered for sale by the applicable Class A Holder under an effective registration statement filed under the Securities Act; or otherwise may be sold pursuant to an exemption from registration.

Section 7. Redemption. The Class A Stock is not redeemable at the election of the Corporation but may be redeemed upon the agreement of the Corporation and the applicable Class A Holder, provided

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that, for the avoidance of doubt, the Class A Stock is convertible into Common Stock at the election of the Corporation pursuant to the provisions of Section 6(e).

Section 8. Vote. Other than as set forth in Section 9, and subject to adjustment and to the qualifications as set forth herein, each share of Class A Stock shall have one (1) vote on any matter submitted to the holders of the Common Stock, or any class thereof, for a vote, and shall vote together with the Common Stock, or any class thereof, as applicable, as one class on such matter for as long as the share of Class A Stock is issued and outstanding. In the event of any forward or reverse split of the Common Stock, the votes per share of the Class A Stock shall be proportionately and equitably adjusted automatically. By way of example and not limitation, in the event of a two-for-one reverse split of the Common Stock, whereby each share of Common Stock is converted into one half of a share of Common Stock, each share of Class A Stock shall thereafter have one half (1/2) of a vote per share on any matter submitted to the holders of the Common Stock, and, in the event of a two-for-one forward split of the Common Stock, whereby each share of Common Stock is converted into two shares of Common Stock, each share of Class A Stock shall thereafter have two (2) votes per share on any matter submitted to the holders of the Common Stock. Notwithstanding the foregoing, the number of votes that any Class A Holder, as a Class A Holder, is entitled to cast on any such matter shall be totaled and rounded up to the nearest whole vote. By way of example and not limitation, in the event of a two-for-one reverse split of the Common Stock, whereby each share of Common Stock is converted into one half of a share of Common Stock, a Class A Holder who hold 15 shares of Class A Stock in total would be entitled, as a Class A Holder, to eight votes with respect thereto (seven and one half votes, rounded up to eight votes).

Section 9. Amendment. Other than as set forth in the immediately following sentence, the Corporation may not, and shall not, amend or repeal this Certificate of Designations without the prior written consent of Class A Holders holding a majority of the Class A Stock then issued and outstanding, in which vote each share of Class A Stock then issued and outstanding shall have one vote, voting separately as a single class, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such Class A Holders, and any such act or transaction entered into without such vote or consent shall be null and void *ab initio*, and of no force or effect. Notwithstanding the foregoing, the Corporation may amend this Certificate of Designations without the approval of the Class A Holders being required in order to correct any error or clarify any ambiguity herein, or as required in order to comply with applicable laws.

Section 10. Miscellaneous.

- (a) Legend. Any certificates representing the Class A Stock shall bear a restrictive legend in substantially the following form (and a stop transfer order may be placed against transfer of such stock certificates):

THE SECURITIES REPRESENTED BY THIS AGREEMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR REGISTERED NOR QUALIFIED UNDER ANY STATE SECURITIES LAWS. SUCH SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, DELIVERED AFTER SALE, TRANSFERRED, PLEDGED, OR HYPOTHECATED UNLESS QUALIFIED AND REGISTERED UNDER APPLICABLE STATE AND FEDERAL SECURITIES LAWS OR UNLESS, IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE CORPORATION, SUCH QUALIFICATION AND REGISTRATION IS NOT

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REQUIRED. ANY TRANSFER OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE IS FURTHER SUBJECT TO OTHER RESTRICTIONS, TERMS AND CONDITIONS WHICH ARE SET FORTH HEREIN.

- (b) Lost or Mutilated Class A Stock Certificate. If the certificate for the Class A Stock held by the Class A Holder thereof shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the share of Class A Stock so mutilated, lost, stolen or destroyed but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof, and indemnity, if requested, all reasonably satisfactory to the Corporation.
- (c) No Registration Rights. The Class A Holders shall not have the right to require the Corporation to register any shares of Class A Stock or any Conversion Shares or sale pursuant to the securities laws of the United States.
- (d) Interpretation. If a Class A Holder shall commence an action or proceeding to enforce any provisions of this Certificate of Designations, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorneys' fees and other costs and expenses incurred with the investigation, preparation and prosecution of such action or proceeding.
- (e) Waiver. Any waiver by the Corporation or the Class A Holder of a breach of any provision of this Certificate of Designations shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designations. The failure of the Corporation or the Class A Holder to insist upon strict adherence to any term of this Certificate of Designations on one or more occasions shall not be considered a waiver or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designations. Any waiver must be in writing.
- (f) Severability. If any provision of this Certificate of Designations is invalid, illegal or unenforceable, the balance of this Certificate of Designations shall remain in effect, and if any provision is inapplicable to any person or circumstance, it shall nevertheless remain applicable to all other persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates applicable laws governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum permitted rate of interest.
- (g) Notices. All notices hereunder shall be in writing. Any notices hereunder to the Corporation shall be personally delivered, sent by overnight courier or registered mail or certified mail, postage prepaid to the Corporation at its principal office address. Any notices hereunder to any Class A Holder shall be personally delivered, sent by overnight courier or registered mail or certified mail, postage prepaid, or sent via email, to the address of the applicable Class A Holder as set forth in the books and records of the Corporation. Notices shall be deemed to have been given (i) upon receipt, if personally delivered or sent by electronic mail, (ii) on the day after dispatch, if sent by overnight courier, and (iii) three (3) days after mailing, if sent by registered or certified mail.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Certificate of Designations of Preferences and Rights of Class A Convertible Preferred Stock to be duly adopted and executed in its name and on its behalf on this August 10, 2021.

Guident Corp.

By: Harald Braun
Name: Harald Braun
Title: Chief Executive Officer

FILED
2021 AUG 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FL