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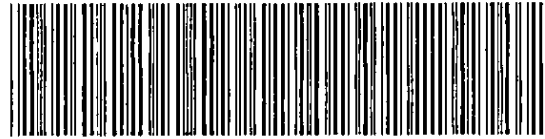
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SECRETARY OF STATE  
TALLAHASSEE, FL

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W. CULLIGAN

SEP 1 - 2020

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Stenvivo Holdings Company, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Frances Casey Lowe

Name (Printed or typed)

68-A Feli Way

Address

Crawfordville, FL 32327

City, State & Zip

850-926-8245

Daytime Telephone number

francie@francelowe.com

E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION OF**  
**STEMVIVO HOLDINGS COMPANY, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida, specifically Chapter 607, Corporations.

**ARTICLE I**

**Name**

The name of this Corporation shall be StemVivo Holdings Company, Inc. (this "Corporation").

**ARTICLE II**

**Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This Corporation shall have a fiscal year beginning June 1 of each year.

**ARTICLE III**

**Nature of Business**

The general nature of the business to be transacted by this Corporation and the main objective for it shall be to hold and manage its subsidiaries; including but not limited to those that are in the business of processing, manufacturing, testing, and/or selling biologics and related services.

**ARTICLE IV**

**Powers**

This Corporation shall have all powers conferred by the laws of Florida on corporations.

**ARTICLE V**

**Capital Stock**

This Corporation is authorized to issue 1000 shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation. All stock shall be fully paid for when issued and shall be nonassessable. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

## **ARTICLE VI**

### **Shareholders' Rights**

(a) Each share of stock in this Corporation shall entitle the holder thereof to one vote at any meeting of the Corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this Corporation.

(c) No holder of any class of stock of this Corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the Corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The name and street address of the initial registered agent of this Corporation is **Kimberly E. Kinsell, 4039 Newberry Road, Gainesville, Florida 32607.**

## **ARTICLE VIII**

### **Principal Place of Business**

The principal place of business of the Corporation shall be located at **4039 Newberry Road, Gainesville, Florida 32607** with any other place of business as may be determined and fixed by the board of directors from time to time.

## **ARTICLE IX**

### **Directors**

This Corporation shall initially have five (5) director(s). The number of directors may be increased or decreased from time to time by the shareholders, provided that the Corporation shall always have at least five (5). The shareholders of the Corporation may remove any director from office at any time with or without cause.

## **ARTICLE X**

### **Officers**

The names and post office addresses of the initial directors of the Corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and qualified, are:

- |   |   |
|---|---|
| 1. Nancy Eckert<br>4039 Newberry Road<br>Gainesville, FL 32607        | 2. Daniel R. Galasso<br>4039 Newberry Road<br>Gainesville, FL 32607 |
| 3. Kimberly E. Kinsell<br>4039 Newberry Road<br>Gainesville, FL 32607 | 4. Carl O. Smith<br>4039 Newberry Road<br>Gainesville, FL 32607     |
| 5. James J. Kelly<br>4039 Newberry Road<br>Gainesville, FL 32607      |   |

## **ARTICLE XI**

### **Transactions With Corporations**

No contract or other transaction between this corporation and any other Corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any director or officer of this Corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this Corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

## **ARTICLE XII**

### **Bylaws**

(a) The power to adopt bylaws for this Corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this Corporation.

(b) The bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided they are not inconsistent with the provisions of law of the state of Florida or of the United States.

### **ARTICLE XIII**

#### **Amendment**

These Articles of Incorporation may be amended at any time by a unanimous vote of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders, or at any special meeting of the shareholders called for that purpose.

### **ARTICLE XIV**

#### **Indemnification**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.


### **ARTICLE XV**

#### **Incorporator(s)**

The name and post office address of the incorporator of this Corporation is:

Frances Casey Lowe, Esquire  
Frances Casey Lowe, P.A.  
68-A Feli Way  
Crawfordville, Florida 32327

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 11, 2020.

  
\_\_\_\_\_  
Frances Casey Lowe, Incorporator


**Certificate of Designation of Registered Agent  
For  
STEMVIVO HOLDINGS COMPANY, INC.**

Under the provisions of the Florida Business Corporation Act, the Company submits the following statement to designate a registered office and registered agent in the State of Florida.

The name and the Florida street address of the registered agent is:

Kimberly E. Kinsell, Esq.  
4039 Newberry Road  
Gainesville, FL 32607

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Section 607.0505 of the Florida Statutes.



Registered Agent

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2020 AUG 12 AM 8:57  
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TALLAHASSEE, FL