

12/16/2020

P20000097735Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000430413 3)))



H200004304133ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION**BioDerm Merger Sub, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

J. FASON

DEC 18 2020

Electronic Filing Menu

Corporate Filing Menu

Help

**CERTIFICATE OF INCORPORATION
OF
BIODERM MERGER SUB, INC.**

**ARTICLE I
NAME**

The name of the corporation is BioDerm Merger Sub, Inc. (the "**Corporation**").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The address of the principal place of business of the Corporation is 1800 Larimer Street, Unit 2200, Denver, Colorado 80202.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Florida is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent for service of process at such address is The Corporation Trust Company.

**ARTICLE IV
PURPOSE AND POWERS**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "**Act**"). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of stock that the Corporation shall have authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of \$0.001 per share.

**ARTICLE VI
INCORPORATOR**

The name and mailing address of the incorporator (the "**Incorporator**") is Russell Benjamin Hedman, Hogan Lovells US LLP, 1601 Wewatta Street, Suite 900, Denver, CO 80202.

2020 DEC 17
AM 10:43

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a board of directors. The directors of the Corporation shall serve until the annual meeting of the stockholders of the Corporation or until their successor is elected and qualified. The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of the directors of the Corporation need not be by written ballot. Except as otherwise provided in this Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the board of directors.

ARTICLE VIII LIMITATION OF LIABILITY; INDEMNIFICATION

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0831 of the Act, or (d) for any transaction from which the director derived an improper personal benefit. The Corporation shall indemnify its directors and officers to the fullest extent permitted by law. The Corporation, by approval of its board of directors, may in its discretion, indemnify the Corporation's employees and agents. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

ARTICLE IX BYLAWS

In furtherance and not in limitation of the powers conferred by the Act, the board of directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

ARTICLE X RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida in force at the time may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of

Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Act, hereby certifies that the facts hereinabove stated are truly set forth, and accordingly executes this Certificate of Incorporation 16th day of December, 2020.

/s/ Russell Benjamin Hedman
Russell Benjamin Hedman, Incorporator

IN WITNESS WHEREOF, the undersigned, having been named as registered agent to accept service of process for the Corporation at the place designated in this certificate, acknowledges it is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

/s/ Donna Peterson-Riggs

Donna Peterson-Riggs, Asst. Secretary
Registered Agent

2020 DEC 17 AM 10:43