

P21 0000 15181

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

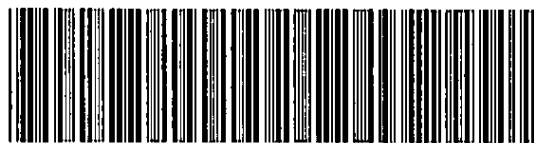
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

J. FASON

JUN 24 2021



900365633039

05/07/21--01015-013 **35.00

2021 JUN -7 PM 2:34

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NOMAX THERAPEUTICS, INC.

DOCUMENT NUMBER: P21000015181

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

Please return all correspondence concerning this matter to the following:

Maxim Temnikov
Name of Contact Person
NOMAX THERAPEUTICS, INC.
Firm/ Company
3363 NE 163 Street Suite 708 D
Address
North Miami Beach, FL 33160
City/ State and Zip Code
miami4123@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maxim Temnikov at (305) 331-1213
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

NOMAX THERAPEUTICS, INC.

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

P21000015181

(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: _____, Florida _____
(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.

2021 FEB 7 7 PM 2:34

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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			_____

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 May 3, 2021

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)

Maxim Tennikov

(Typed or printed name of person signing)

President

(Title of person signing)

2021 MAY -7 PM 2:34

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF NOMAX THERAPEUTICS, INC.**

Nomax Therapeutics, Inc. (the "*Corporation*"), a for-profit corporation duly organized and existing under the Title XXXVI Chapter 607 Florida Business Corporation Act ("*Florida Law*"), hereby certifies to the following:

FIRST. The name of the Corporation amending and restating its articles is Nomax Therapeutics, Inc.

SECOND. By filing these First Amended and Restated Articles of Incorporation ("*Restated Articles*") the Corporation hereby amends and restated its current Restated Articles of Incorporation in effect from February 10, 2021, with all applicable amendments thereafter.

THIRD. The Articles of Incorporation of the Corporation are hereby being amended and restated in accordance with Sections §607.0202, §607.1002, §607.1001, §607.1006, §607.1007 and of Florida Business Corporation Act. All amendments to the Articles of Incorporation reflected herein (this "*Restated Articles*") are being amended and restated by the incorporator of the Corporation in accordance with Section 607.1005 of Florida Law. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I. NAME

The name of the corporation is Nomax Therapeutics, Inc.

ARTICLE II. PURPOSE

The purposes of the Corporation is to engage into: (1) development of novel therapeutic drug candidates and treatments; and (2) any other lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act ("*Florida Business Law*").

The Corporation shall have the rights and may exercise all the powers and privileges that are necessary or convenient to the conduct, promotion, or attainment of the business purposes of the Corporation including, but not limited to, effecting an asset acquisition, merger, capital stock exchange, stock purchase, reorganization or similar business combination with one or more businesses ("*Business Combination*").

ARTICLE III. PRINCIPAL ADDRESS AND REGISTERED AGENT

The principal address of the Corporation in the State of Florida is the address of its registered agent 3363 NE 163 Street, Suite 708D, North Miami Beach, FL 33160. The principal address of the Corporation may be changed, from time to time, as determined by the Company's Board of Directors.

The name of the Corporation's registered agent at such address is law firm of Mikhael E. Keifitz, Esq. The address of the registered office of the Corporation in the State of Florida is the address of its registered agent 3363 NE 163 Street, Suite 708D, North Miami Beach, FL 33160.

ARTICLE IV. CAPITALIZATION

Section 4.1 Authorized Capital Stock

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 250,000,000 shares, consisting of:

- 10,000,000 shares of preferred stock, par value \$0.0001 per share ("*Preferred Stock*");
- 470,000,000 shares of common stock, par value \$0.0001 per share ("*Common Stock*"); and
- 20,000,000 shares of Senior Common stock, par value of \$0.0001 ("*Senior Common Stock*").

Section 4.2 Preferred Stock

The Corporation's Board of Directors (the "**Board**") is hereby expressly authorized to provide for the issuance of shares of the Preferred Stock in one or more series and to establish from time to time the number of shares to be included in each such series and to fix the voting rights, if any, designations, powers, preferences and relative, participating, optional and other special rights, if any, of each such series and any qualifications, limitations and restrictions thereof, as shall be stated in the resolution or resolutions adopted by the Board providing for the issuance of such series and included in a certificate of designations ("**Preferred Stock Designation**") filed pursuant to the Florida Law, and the Board is hereby expressly vested with the authority to the full extent provided by law, now or hereafter, to adopt any such resolution or resolutions.

Section 4.3 Common Stock

(a) Voting Rights. The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders on which the holders of the Common Stock are entitled to vote. Except as otherwise required by law or these Restated Articles (including any Preferred Stock Designation), at any annual or special meeting of the stockholders of the Corporation, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or by these Restated Articles (including any Preferred Stock Designation), the holders of the Common Stock shall not be entitled to vote on any amendment to these Restated Articles (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of the Preferred 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 Restated Articles (including any Preferred Stock Designation issuable after the date these Restated Articles are adopted by the Corporation.)

(b) Dividend Rights. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of the Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

(c) Liquidation Rights. Subject to the rights, if any, of the holders of any outstanding series of the Preferred Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them.

Section 4.4 Senior Common Stock

(a) Voting Rights. The holders of shares of Senior Common Stock shall have 10 votes for each share of Senior Common Stock on any and all matters submitted to a stockholder vote, until they convert their shares of Senior Common Stock into the shares of Common stock.

(b) Dividend Rights. The holders of shares of Senior Common stock shall have no right to receive any dividends, unless they convert their Senior Common stock into the shares of Common stock as authorized by the Corporation's Board of Directors.

(c) Liquidation Rights. The holders of shares of Senior Common stock shall have no right to receive any distribution from the assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, unless they convert their Senior Common stock into the shares of Common stock as authorized by the Corporation's Board of Directors.

(d) Registration Rights. The holders of shares of Senior Common stock shall have no right to be registered with the SEC for trading on over-the-counter market, unless they convert their shares of Senior Common Stock into the shares of Common Stock as authorized by the Corporation's Board of Directors.

(e) Conversion Rights. The holders of shares of Senior Common Stock shall have the right to convert each One issued and outstanding share of Senior Common stock into Twenty-Five fully paid shares of Common Stock, from time to time, as stated below:

- (1) initial 20% of their Senior Common Stock then issued and outstanding on the date when the closing price of the Corporation's common stock equals and/or exceeds the Corporation's market capitalization of Three Hundred Million U.S. Dollars as accounted on fully diluted basis; and
- (2) additional 20% of their Senior Common Stock then issued and outstanding on the date when the closing price of the Corporation's common stock equals and/or exceeds the Corporation's market capitalization of Five Hundred Million U.S. Dollars as accounted on fully diluted basis; and
- (3) additional 20% of their Senior Common Stock then issued and outstanding on the date when the closing price of the Corporation's common stock equals and/or exceeds the Corporation's market capitalization of Seven Hundred Fifty Million U.S. Dollars as accounted on fully diluted basis; and
- (4) additional 20% of their Senior Common Stock then issued and outstanding on the date when the closing price of the Corporation's common stock equals and/or exceeds the Corporation's market capitalization of One Billion U.S. Dollars as accounted on fully diluted basis; and
- (5) remaining 20% of their Senior Common Stock then issued and outstanding on the date when the closing price of the Corporation's common stock equals and/or exceeds the Corporation's market capitalization of Two Billion U.S. Dollars as accounted on fully diluted basis;
- (6) or earlier, if the Corporation engages in a transaction (i) resulting in its stockholders having the right to exchange their shares for cash or other securities or (ii) involving a consolidation, merger or other change in the majority of its board of directors and/or management team;
- (7) or voluntarily at any time when a holder of the shares of Senior Common Stock wishes to convert his/her/its shares into the shares of the Corporation's Common Stock, provided such holder notifies the Corporation of the conversion by written notice at least 90 calendar days prior to the conversion date.

Section 4.5 Rights and Options

The Corporation has the authority to create and issue rights, warrants and options entitling the holders thereof to purchase shares of any class or series of the Corporation's capital stock or other securities of the Corporation, and such rights, warrants and options shall be evidenced by instrument(s) approved by the Board of Directors. The Board is empowered to set the exercise price, duration, times for exercise and other terms and conditions of such rights, warrants or options; provided, however, that the consideration to be received for any shares of capital stock subject thereto may not be less than the par value thereof.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Board Powers

The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred by the Florida Law or by these Restated Articles or the

Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 5.2 Number, Election and Term

(a) The number of Directors of the Corporation, other than those who may be elected by the holders of one or more series of the Preferred Stock voting separately by class or series, shall be stated in the Corporation's Bylaws, provided, however, that such number shall be not less than 3 members.

(b) The Board shall be divided into three classes and designated Class I and Class II and Class III. The Board is authorized to assign members of the Board already in office to any class of Directors at the Board's discretion.

The term of Class I Directors shall expire at the first annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles.

The term of Class II Directors shall expire at the third annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles.

The term of the Class III Directors shall expire at the fifth annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles.

At each succeeding annual meeting of the stockholders of the Corporation, beginning with the first annual meeting of the stockholders of the Corporation following the effectiveness of these Restated Articles, successors to the class of directors whose term expires at that annual meeting may be elected for a new term. If the number of directors is changed, any increase or decrease shall be apportioned by the Board among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.

(c) A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification, or removal.

(d) Unless and except to the extent that the Bylaws shall so require, the election of directors need not be by written ballot.

Section 5.3 Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and any vacancies on the Board resulting from death, resignation, retirement, disqualification, removal or other cause may be filled solely by a majority vote of the remaining directors then in office, even if less than a quorum, or by a sole remaining director (and not by stockholders), and any director so chosen shall hold office for the remainder of the full term of the class of directors to which the new directorship was added or in which the vacancy occurred and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

Section 5.4 Director Removal

Any director may be removed by the shareholders only with good cause and in accordance with the applicable provisions of the Corporation's Bylaws. A director may resign from a directorship voluntarily by filing a notice of resignation in accordance with Florida Business Law.

Section 5.5 Preferred Stock Directors

Notwithstanding any other provision of this Article V, and except as otherwise required by law, whenever the holders of one or more series of the Preferred Stock shall have the right, voting separately by class or series, to elect

one or more directors, the term of office, the filling of vacancies, the removal from office and other features of such directorships shall be governed by the terms of such series of the Preferred Stock as set forth in these Restated Articles (including any Preferred Stock Designation) and such directors shall not be included in any of the classes created pursuant to this Article V unless expressly provided by such terms.

ARTICLE VI. BYLAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the Bylaws. The affirmative majority vote of the Board shall be required to adopt, amend, alter or repeal the Bylaws. The Bylaws also may be adopted, amended, altered or repealed by the stockholders; provided, however, that in addition to any vote of the holders of any class or series of capital stock of the Corporation required by law or by these Restated Articles, the affirmative vote of the holders of at least a majority of the voting power of all then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend, alter or repeal the Bylaws.

ARTICLE VII. MEETINGS OF STOCKHOLDERS AND ACTIONS BY WRITTEN CONSENT

Section 7.1 Meetings

(a) Annual meetings of the shareholders shall be called by the Board of Directors during the month of January of each consecutive fiscal year of the Corporation.

(b) Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors or by any other person or persons authorized to do so in the Corporation's Bylaws. Notwithstanding any other provision in these Articles or the Corporation's Bylaws, a special meeting of the shareholders may be called by the shareholders only if the holders of at least twenty percent of all the votes to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Subject to the rights of the holders of any outstanding series of the Preferred Stock, and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called only by the Chairman of the Board, Chief Executive Officer of the Corporation, or the Board pursuant to a resolution adopted by majority of the Board, and the ability of the stockholders to call a special meeting is hereby specifically denied.

Section 7.2 Advance Notice

Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

Section 7.3 Action by Written Consent

Any action required or permitted to be taken by the stockholders of the Corporation must be effected by a duly called annual or special meeting of such holders, or, if such meeting is not called (subject to the Board's decision by a majority vote not to call a meeting) may be effected by a written consent of the stockholders. The action required or permitted to be taken by the stockholders of the Corporation may be taken by written consent in accordance with applicable laws. The action required or permitted to be taken by the stockholders of the Corporation shall be effectuated only by the affirmative vote of the holders of at least fifty-one percent (51%) of all then outstanding and voting securities of the Corporation voting on fully diluted basis.

ARTICLE VIII. LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Director Liability

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Law as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

Section 8.2 Indemnification

(a) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless its incorporator, registered agent, and any person at the discretion of the Board ("*indemnitee*") regardless of the nature of the indemnitee's service for the Corporation, against all liability and loss suffered and expenses (including, without limitation, attorneys' fees, judgments, fines, taxes and penalties and amounts paid in settlement.)

(b) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who was or is made a party and/or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ("*proceeding*") by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan ("*indemnitee*"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such indemnitee in connection with such proceeding.

(c) The Corporation shall, to the fullest extent permitted by applicable law, pay all expenses (including but not limited to attorneys' fees and travel costs) incurred by an indemnitee in defending or otherwise participating in any proceeding in advance of its final disposition and within Twenty (20) calendar days after receipt from the indemnitee of the invoices and/or other documentary evidence identifying such expense. Notwithstanding the foregoing provisions of this Section 8.2, the Corporation shall indemnify and advance expenses to an indemnitee in connection with any proceeding or part thereof (which may be not necessarily a litigation proceeding) initiated by such indemnitee only if such proceeding or part thereof was authorized by the Board.

(d) The rights to indemnification and advancement of expenses conferred by this Section 8.2 shall be contractual rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee, agent, contractor, and/or an associate of the Corporation, and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

(e) The rights to indemnification and advancement of expenses conferred on any indemnitee by this Section 8.2 shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law, these Restated Articles, the Bylaws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(f) Any repeal or amendment of this Section 8.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of these Restated Articles inconsistent with this Section 8.2, shall, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and shall not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(g) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

ARTICLE IX. BUSINESS COMBINATIONS

Section 9.1 Issuance of Shares or Debt Securities

The Corporation may issue any additional shares of capital stock of the Corporation or any debt securities in connection with its business operations at any time upon majority of the Board votes.

Section 9.2 Transactions with Affiliates

(a) In the event the Corporation enters into an agreement with respect to a Business Combination with a business that is affiliated with founders or initial stockholders of the Corporation or the directors or officers of the Corporation, then a committee of directors of the Corporation who do not have an interest in the transaction shall, at sole option and discretion of such a committee, obtain an opinion from an independent investment banking firm that is a member of the Financial Industry Regulatory Authority that such Business Combination is fair to the Common Stockholders of the Corporation from a financial point of view.

(b) Prior to the consummation of any Business Combination with any affiliate of the Corporation, such transaction must be approved by a majority of the members of the Board who do not have an interest in the transaction, and such directors shall obtain an opinion, at the Corporation's expense, from the Corporation's attorney(s) or independent legal counsel(s) in respect to the transaction, and must determine by the affirmative vote of the majority of directors who do not have an interest in the transaction that the terms of such transaction are no less favorable to the Corporation than those that would be available to the Corporation with respect to such a transaction from unaffiliated third parties.

ARTICLE X. CORPORATE OPPORTUNITY

The doctrine of corporate opportunity, or any other analogous doctrine, shall not apply with respect to the Corporation or any of its officers or directors or in circumstances where the application of any such doctrine would conflict with any fiduciary duties or contractual obligations they may have currently or in the future.

ARTICLE XI. FUTURE AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation may amend these Articles by obtaining written approval from each voting group of shareholders entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group at any regular meeting or special meeting duly called for that purpose in the manner prescribed by its Bylaws, provided, however, that Article XI may not be repealed or amended in any respect unless such action is approved by at least eighty percent (80%) vote of the outstanding Voting Stock beneficially owned by shareholders, and provided further, that the Board of Directors may, without shareholder approval, amend these Articles (i) to the extent permitted under the Florida Business Corporation Act or (ii) as necessary to designate the preferences, limitations, and relative rights of a class or series of shares of the Corporation prior to issuance of any shares in that class or series.

The Corporation specifically reserves the right to amend, alter, change or repeal any provision contained in these Articles (including any Preferred Stock Designation), in the manner now or hereafter prescribed herein and the Florida Law; and, except as set forth in Article VIII, all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons by and pursuant to these Articles in its present form or as hereafter amended are granted subject to the right reserved in this Article XI; provided, however, that Article IX hereof may be amended only as provided therein.

Signature page follows.

IN WITNESS WHEREOF, these Articles have been executed on behalf of the Corporation by its incorporator, entering effect on April 20, 2021.

NOMAX THERAPEUTICS, INC.

/s/ Maxim Temnikov

/n/ Maxim Temnikov

/w/ Incorporator