

P22000083608

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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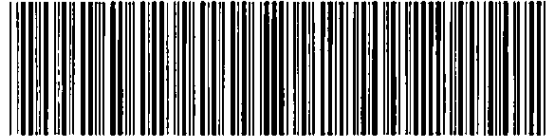
(Business Entity Name)

(Document Number)

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Newlan Law Firm, PLLC

ATTORNEYS & COUNSELORS

2201 Long Prairie Road
Suite 107-762
Flower Mound, Texas 75022
940-367-6154
877-796-3934 FAX
www.newlanpllc.com

ERIC NEWLAN
eric@newlanpllc.com

Of Counsel:
L. A. NEWLAN, JR.
lee@newlan.com

August 25, 2022

Amendment Section
Division of Corporation
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Document No. P22000083608
BioLife Sciences, Inc.

Ladies and Gentlemen:

On behalf of BioLife Sciences, Inc., there is enclosed an Articles of Amendment for filing with your office, as well as a check in the amount of \$35.00 as and for the filing fee.

Should you have any questions or require additional information, please do not hesitate to call me at 940-367-6154 or to contact me by e-mail: eric@newlanpllc.com.

Thank you very much for your assistance.

Sincerely,

NEWLAN LAW FIRM, PLLC

By: 

Eric Newlan
Managing Member

EN/akh
w/ enclosures

2022 AUG 26 01:54
STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIOLIFE SCIENCES, INC.

DOCUMENT NUMBER: P22000083608

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

Please return all correspondence concerning this matter to the following:

ERIC NEWLAN

Name of Contact Person

NEWLAN LAW FIRM, PLLC

Firm/ Company

2201 LONG PRAIRIE ROAD, SUITE 107-762

Address

FLOWER MOUND, TEXAS 75022

City/ State and Zip Code

ERIC@NEWLANPLLC.COM

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

For further information concerning this matter, please call:

ERIC NEWLAN

at (940)

367-6154

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

FILED
JAN 20 2011
CLERK OF COURT
TALLAHASSEE, FL

Articles of Amendment
to
Articles of Incorporation
of
BIOLIFE SCIENCES, INC.

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

P22000083608

(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

HARPER NEWLAN

9975 UNIVERSITY PARKWAY, #N106

(Florida street address)

New Registered Office Address:

PENSACOLA

(City)

Florida 32514

(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.

DocuSigned by:

Harper Newlan

302F291F30084DE..

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>D</u> | <u>NIKA JAKSIC</u> | <u>5285 BRADCO BLVD., UNIT B</u> |
| <input type="checkbox"/> Add | | | <u>MISSISSAUGA, ONTARIO</u> |
| <input checked="" type="checkbox"/> Remove | | | <u>CANADA L4W 2A6</u> |
| 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 | | | |
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| <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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STATE

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

THE BOARD OF DIRECTORS HAS DESIGNATED 1,000 SHARES OF THE CORPORATION'S AUTHORIZED
PREFERRED STOCK, \$0.00001 PAR VALUE PER SHARE, AS "SERIES A PREFERRED STOCK."
THE CERTIFICATE OF DESIGNATION OF THE SERIES A PREFERRED STOCK IS ATTACHED HERETO.

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)

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AUGUST 26, 2023

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 BOARD OF DIRECTORS

(voting group)"

Dated AUGUST 26, 2023 _____

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)

JUSTIN DE FOUR

(Typed or printed name of person signing)

CHIEF EXECUTIVE OFFICER

(Title of person signing)

DocuSigned by:
Justin De Four
CEB74C502CA5490

FILED
AUG 26 2023
NOTARY
STATE OF NEW YORK

BIOLIFE SCIENCES, INC.
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES A PREFERRED STOCK

BioLife Sciences, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify that, pursuant to the authority conferred on its board of directors (the "Board of Directors") by its articles of incorporation, as amended (the "Articles of Incorporation"), and in accordance with Title XXXVI, Chapter 607 of the Florida Statutes, the Board of Directors adopted the following resolution establishing the Certificate of Designation for a series of One Thousand (1,000) shares of Series A Preferred Stock, par value \$0.00001 per share, of the Corporation, designated as "Series A Preferred Stock."

TERMS OF SERIES A PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series A Preferred Stock (the "Series A Preferred Stock") and the number of shares so designated shall be One Thousand (1,000). Each share of the Series A Preferred Stock shall have a par value of \$0.00001.

Section 2. Fractional Shares. The Series A Preferred Stock may be issued in fractional shares.

Section 3. Voting Rights. The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Section 4. Dividends. The Series A Preferred Stock shall be treated *pari passu* with the Company's common stock, except that the dividend on each share of Series A Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company's common stock multiplied by the Conversion Rate, as that term is defined in Section 6(a).

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series A Preferred Stock shall be treated *pari passu* with the Company's common stock, except that the payment on each share of Series A Preferred Stock shall be equal to the amount of the payment on each share of the Company's common stock multiplied by the Conversion Rate, as that term is defined in Section 6(a).

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BIOLOGICAL
LIFE SCIENCES, INC.
NOTED

Section 6. Conversion and Adjustments.

(a) **Conversion Rate.** The Series A Preferred Stock shall be convertible into shares of the Company's common stock, as follows:

Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.051 percent (0.051%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into fifty-one percent (51.00%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion (the "Conversion Rate").

(b) **No Partial Conversion.** A holder of shares of Series A Preferred Stock shall be required to convert all of such holder's shares of Series A Preferred Stock, should any such holder exercise his, her or its rights of conversion.

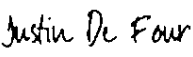
(c) **Adjustment for Merger and Reorganization, etc.** If there shall occur any reorganization, recapitalization, reclassification, consolidation or merger (a "Reorganization Event") involving the Company in which the Company's common stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property, then each share of Series A Preferred Stock shall be deemed to have been converted into shares of the Company's common stock at the Conversion Rate.

Section 7. Protection Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series A Preferred Stock, alter or change the rights, preferences or privileges of the Series A Preferred Stock so as to affect adversely the holders of Series A Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series A Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series A Preferred Stock shall have no other rights, privileges or preferences with respect to the Series A Preferred Stock.

IN WITNESS WHEREOF, BioLife Sciences, Inc. has caused this certificate to be signed by its Chief Executive Officer as of the 26th day of August, 2023.

DocuSigned by:

CEB74C502CA5490

Justin De Four
Chief Executive Officer