

1/24/24, 10:45 AM

2024 JAN 24 10:54:00
P2400005690
Division of Corporations

Florida 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.

((F24000032352 3)))



H240000323523ABCV

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 : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813)229-7600
Fax Number : (813)229-1660

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

Email Address: arichards@shumaker.com

FLORIDA PROFIT/NON PROFIT CORPORATION
AZIONE BIOSCIENCES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

H24000032352 3

ARTICLES OF INCORPORATION
OF
AZIONE BIOSCIENCES, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **Azione Biosciences, Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address of the Corporation is:

2068 Country Club Drive
Port Orange, Florida 32128

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The total number of authorized capital stock of the Corporation shall be Five Hundred Thousand (500,000) shares of voting common stock having a par value of \$.0001 (the "Shares"). The Shares have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be increased and, once increased, decreased from time to time in accordance with the Bylaws of the Corporation. The name of the initial director of the Corporation is Frederick W. Telling.

H24000032352 3

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Julio C. Esquivel, Esq.
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Frederick W. Telling
2068 Country Club Drive
Port Orange, Florida 32128

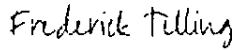
ARTICLE VIII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of January 2024.

Executed by:


Frederick W. Telling
Incorporator

DocuSign Envelope ID: 819C5445-082D-4263-82DA-2E5DBC868F4F

H24000032352 3

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Azione Biosciences, Inc.**
2. The name and street address of the registered agent and office in the State of Florida are:

Julio C. Esquivel, Esq.
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DocuSigned by:

Julio Esquivel

Julio C. Esquivel, Esq.
Registered Agent

2024 JAN 24 AM 9:54

DATE

FILED

H24000032352 3