

P950000 39037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

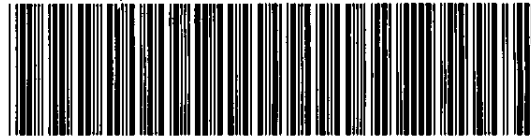
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700290658967

700290658967
10/20/16--01001--004 **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 OCT 19 A 9:36

FILED

16 OCT 19 PM 4:05

RECEIVED
DEPARTMENT OF STATE

OCT 20 2016

T. LEMIEUX

Restated

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Morphogenesis, Inc.

Signature

Requested by: Seth

10/18/16

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED

2016 OCT 19 A 9:36

The undersigned, Michael J.P. Lawman, the duly elected and acting president of Morphogenesis, Inc., a corporation organized and existing under the laws of the state of Florida, hereby certifies as follows:

1. The name of the corporation is Morphogenesis, Inc. (the "Corporation").
2. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 15, 1995.
3. The Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the approval of the shareholders therefor.
4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, was duly adopted by the shareholders of the Corporation on May 2, 2016. The number of votes cast for these amendments by the shareholders was sufficient for approval.
5. Pursuant to the Florida Business Corporation Act, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name; Principal Office

The name of the corporation shall be Morphogenesis, Inc. (the "Corporation") and the principal office and mailing address of the Corporation is 4613 N. Clark Ave., Tampa, Florida 33614.

ARTICLE II

Capital Stock

The Corporation is authorized to issue two classes of shares to be designated respectively, "Preferred Stock" and "Common Stock". The number of shares of Preferred Stock authorized to be issued is Five Million (5,000,000). The number of shares of common stock authorized to be issued is Seventy Million (75,000,000). The Preferred Stock and the Common Stock shall each have a par value of \$.0001 per share.

(A) Provisions Relating to the Common Stock. Each holder of common stock is entitled to one vote for each share of Common Stock standing in such holder's name on the

records of the Corporation on each matters submitted to a vote of the stockholders, except as otherwise required by law.

(B) Provisions Relating to the Preferred Stock. The Board of Directors of the Corporation (the "Board") is authorized, subject to limitations prescribed by the Florida Business Corporation Act (the "Act") and the provisions of this Article II, to provide for the issuance of the shares of Preferred Stock in one or more series, and by filing an amendment to these Articles of Incorporation pursuant to Section 607.0602 of the Act, to establish from time to time the number of shares to be included in each such series, and to fix the preferences, limitations and relative rights of the shares of each such series. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(1) The number of shares constituting that series and distinctive designation of that series;

(2) The dividend rate on the shares of that series, if any, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(5) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and, the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of share of that series;

(8) Any other relative or participation rights, preferences and limitations of that series; and

(9) If no shares of any series of Preferred Stock are outstanding, the elimination of the designation, powers, preferences, and right of such shares, in which event such shares shall return to their status as authorized but undesignated Preferred Stock.

ARTICLE III
Registered Office and Agent

The street address of the registered office of the Corporation is 4613 N. Clark Ave., Tampa, Florida 33614, and the name of the registered agent of the Corporation at that address is Michael J.P. Lawman.

ARTICLE IV
Liability


To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereinafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any amendment or repeal of this Article VIII will not eliminate or reduce the effect of any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

ARTICLE V
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Act.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation hereby declaring and certifying that the facts herein stated are true this 18th day of October 2016.

Morphogenesis, Inc.

By: 
Michael J.P. Lawman, President