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MORPHOGENESIS, INC.**

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MORPHOGENESIS, INC.**

(DOCUMENT NUMBER P95000039037)

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, this Florida for profit corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the corporation is Morphogenesis, Inc.

2. The corporation's Board of Directors adopted these Articles of Amendment and they were separately approved as of March 10, 2018, by the holders of a majority of the corporation's outstanding shares of common stock, a majority of the holders of the corporation's outstanding shares of Series A Preferred Stock, and a majority of the holders of the corporation's outstanding common stock and Series A Preferred Stock voting together as one class. The number of votes cast for the Articles of Amendment was sufficient for approval by each of the forgoing voting groups.

3. **Amendments to Article III:**

The first paragraph of Article III is amended to read in its entirety as follows:

"The Corporation is authorized to issue two classes of shares to be designated, respectively, as "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock the Corporation shall have authority to issue is 53,667,720, \$0.0001 par value per share. The total number of shares of Common Stock the Corporation shall have authority to issue is 125,961,540, \$0.0001 par value per share. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation."

The first sentence in the unnumbered paragraph in Section B is amended to read in its entirety as follows:

"33,697,720 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations."

Subsection 3.2 is amended to read in its entirety as follows:

"3.2 Election of Directors. The Board of Directors of the Corporation shall consist of seven (7) members. Until the first date that there are issued and outstanding at least 5,769,230 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series A Preferred Stock) (such date, the "Series A Director Threshold Date"), the holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series A Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the seven (7) members to the Board of the Corporation. Commencing on the Series A Director Threshold Date, the holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, thereafter shall be entitled to elect one (1) director of

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the Corporation (the "Series A Director"), and the holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series A Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the remaining six (6) members to the Board of the Corporation. The Series A Director may be removed without cause by, and only by, the affirmative vote of the holders of the Series A Preferred Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. If the holders of shares of Series A Preferred Stock fail to elect a director to fill the directorship for which they are entitled to elect a director, voting exclusively and as a separate class, pursuant to this Subsection 3.2, then the directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock elect a person to fill such directorship by vote or written consent in lieu of a meeting; and such directorship may not be filled by shareholders of the Corporation other than by the holders of the Series A Preferred Stock, voting exclusively and as a separate class. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Subsection 3.2, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3.2. The rights of the holders of the Series A Preferred Stock to separately elect a director under this Subsection 3.2 shall terminate on the first date after the Series A Director Threshold Date on which there are issued and outstanding less than 20% of the total number of shares of Series A Preferred Stock issued by the Corporation (subject to appropriate adjustment in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series A Preferred Stock)."

The president of the Corporation has executed these Articles of Amendment on behalf of the corporation as of this 18th day of April, 2018.

Morphogenesis, Inc.

By: 

Patricia Lawman, as President

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