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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MORPHOGENESIS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO
FOURTH 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 approved as of July 16, 2021 by (i) the holders of a majority of the corporation's outstanding shares of common stock and a majority of the holders of the corporation's outstanding shares of Series A Preferred Stock and Series A-1 Preferred Stock voting together as one class, and (ii) a majority of the holders of the corporation's outstanding Series A Preferred Stock and Series A-1 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. **Article III, 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 five (5) members. 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 and the Series A-1 Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the four (4) members to the Board of the Corporation. The holders of record of the shares of Series A Preferred Stock and the Series A-1 Preferred Stock, exclusively and voting together as a single class, shall be entitled to elect one (1) director of the Corporation (the **"Series A Director"**). 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 and the Series A-1 Preferred Stock exclusively and voting together as a single class, 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 and Series A-1 Preferred Stock fail to elect a director to fill the directorship for which they are entitled to elect a director, voting together as a single 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 and the Series A-1 Preferred Stock voting together and as a single class, 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 and the Series A-1 Preferred Stock, voting together and as a single 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

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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 and Series A-1 Preferred Stock to separately elect a director under this Subsection 3.2 shall terminate on the first date on which there are issued and outstanding less than twenty percent (20%) of the total number of shares of Series A Preferred Stock and Series A-1 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 Secretary of the corporation has executed these Articles of Amendment on behalf of the corporation as of this 16th day of July, 2021.

Morphogenesis, Inc.

By: 
Patricia Lawman, as Secretary

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