

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C018i

1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| ☒ FOR-PROFIT CORPORATION | ☐ INSURER |
| ☐ NONPROFIT CORPORATION | ☐ SAVINGS AND LOAN ASSOCIATION |
| ☐ PROFESSIONAL CORPORATION | ☐ CREDIT UNION |
| ☐ CLOSE CORPORATION | ☐ COOPERATIVE MARKETING ASSOCIATION |
| ☐ CORPORATION SOLE | ☐ ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| | ☐ NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:

GenBioPro, Inc

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – *see Instructions C018i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- | | | |
|--|--|---|
| 3.1 ☒ Name in state or country of incorporation, with no changes –
Go to number 4. | 3.2 ☐ Name in state or country of incorporation, <i>with a corporate identifier added to it</i> –
Enter the name in number 3.4 below. | 3.3 ☐ Fictitious name (check this <i>only if</i> the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below. |
|--|--|---|

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: Nevada

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 08/15/2011

6. DURATION – If the duration or life period of the foreign corporation is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check the box below *and* fill in the date:

☐ The foreign corporation life period will end on this **date:** _____ (enter a date)

7. PURPOSE – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Pharmaceutical Development &

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – see Instructions C018i – give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? ☒ Yes – go to number 11 and continue. ☐ No – provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional) 3651 Lindell Rd			Attention (optional)		
Address 1 Ste D1401			Address 1		
Address 2 (optional) City Las Vegas		NV State	89103 Zip		
			Address 2 (optional) City		State Zip

11. STATUTORY AGENT IN ARIZONA – see Instructions C018i:					
11.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box):		
Registered Agent Solutions, Inc. Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
Address 1 300 W. Clarendon Ave. Suite 240			Address 1		
Address 2 (optional) City Phoenix		AZ State	85013 Zip		
			Address 2 (optional) City		State Zip
11.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the <u>Director Attachment</u> form C082.					
Evan Masingill Director Name			Thomas Leonard Director Name		
3651 Lindell Rd Address 1			3651 Lindell Rd Address 1		
Ste D1401 Address 2 (optional)			Ste D1401 Address 2 (optional)		
Las Vegas City		NV State or Province	Las Vegas City		89103 Zip
Country			Country		
Date taking office (optional):			Date taking office (optional):		

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box ☐ and complete and attach the <u>Officer Attachment</u> form C085.							
Evan Masingill				Robert Armknecht			
Officer Name				Officer Name			
3651 Lindell Rd				3651 Lindell Rd			
Address 1				Address 1			
Ste D1401				Ste D1401			
Address 2 (optional)				Address 2 (optional)			
Las Vegas		NV	89103	Las Vegas		NV	89103
City		State or Province	Zip	City		State or Province	Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		President/CEO				Treasurer	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

- 14. FOR-PROFITS ONLY – SHARES AUTHORIZED** – *see Instructions C018i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: common Series: _____ Total: 25000000
 Class: preferred Series: _____ Total: 300000

- 15. FOR-PROFITS ONLY – SHARES ISSUED** – *see Instructions C018i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: common Series: _____ Total: 18000000
 Class: preferred Series: _____ Total: 300000

- 16. NONPROFITS ONLY – MEMBERS – check one box only:**

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if “professional corporation” is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation’s articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation’s shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE:

By checking the box marked “I accept” below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Robert Armknecht

Robert Armknecht

Signature

Printed Name

6/22/23
Date

REQUIRED – check only one:

☐	☒	☐
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$175.00 (regular processing) All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission – Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i*

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:
GENBIOPRO, INC.

2. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?	☐ Yes	☒ No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	☐ Yes	☒ No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	☐ Yes	☒ No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Robert Armknecht

Name			
3651 Lindell Rd			
Address 1			
Ste D1401			
Address 2			
City	State	Zip	
Las Vegas	NV	89103	
Country	UNITED STATES		

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Robert Armknecht

Signature	
Robert Armknecht	06/22/2023
Printed Name	Date

REQUIRED – check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name			
Address 1			
Address 2			
City	State	Zip	
Country			

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature	
Printed Name	Date

REQUIRED – check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

GENBIOPRO, INC.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Registered Agent Solutions, Inc.

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Signature 

Ryan DeAnda

Printed Name

06/16/2023

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing)

All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

SECRETARY OF STATE

CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporations sole, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GENBIOPRO, INC.**, as a DOMESTIC CORPORATION (78) duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 08/15/2011, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 06/16/2023.

A handwritten signature in cursive script, reading "FV Aguilar", is written above the printed name.

FRANCISCO V. AGUILAR
Secretary of State

Certificate Number: B202306163733832

You may verify this certificate
online at <http://www.nvsos.gov>

FRANCISCO V. AGUILAR

Secretary of State

GABRIEL DI CHIARA

Chief Deputy

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division

202 N. Carson Street

Carson City, NV 89701

Telephone (775) 684-5708

Fax (775) 684-7138

North Las Vegas City Hall

2250 Las Vegas Blvd North, Suite 400

North Las Vegas, NV 89030

Telephone (702) 486-2880

Fax (702) 486-2888

Certified Copy

6/20/2023 10:40:36 AM

Work Order Number: W2023062000630
Reference Number: 20233276460
Through Date: 6/20/2023 10:40:36 AM
Corporate Name: GENBIOPRO, INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20110596830-05	Articles of Incorporation	1



Certified By: Walter Avila

Certificate Number: B202306203738009

You may verify this certificate

online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



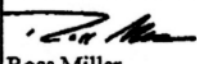
ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



040101

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20110596830-05 Filing Date and Time 08/15/2011 7:36 AM Entity Number E0458312011-6
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(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	GENBIOPRO, INC.			
2. Registered Agent for Service of Process: (check only one box)	☒ Commercial Registered Agent: CSC SERVICES OF NEVADA, INC. Name ☐ Noncommercial Registered Agent (name and address below) OR ☐ Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Nevada Street Address City Zip Code Mailing Address (if different from street address) City Zip Code			
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	Par value per share: \$	Number of shares without par value:	1500
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) JOSEPH SINKULE Name 9253 SKY LINE DRIVE SCOTTSDALE AZ 85262 Street Address City State Zip Code 2) Name Street Address City State Zip Code			
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be: PHARMACEUTICAL			
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	JOSEPH SINKULE X JOSEPH SINKULE Name Incorporator Signature 9253 SKY LINE DRIVE SCOTTSDALE AZ 85262 Address City State Zip Code			
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. X CSC SERVICES OF NEVADA, INC. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 8/15/2011 Date			

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHIARA
Chief Deputy

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

6/20/2023 10:40:30 AM

Work Order Number: W2023062000630
Reference Number: 20233276460
Through Date: 6/20/2023 10:40:30 AM
Corporate Name: GENBIOPRO, INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20120066103-91	Amendment	1



Certified By: Walter Avila
Certificate Number: B202306203738004
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvssos.gov



090101

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20120066103-91 Filing Date and Time 01/30/2012 10:35 AM Entity Number E0458312011-6
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Certificate of Amendment
(PURSUANT TO NRS 78.380)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporation
(Pursuant to NRS 78.380 - Before Issuance of Stock)

1. Name of corporation:

GENBIOPRO, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 3 Authorized Stock is hereby amended to read as follows:
the number of shares the corporation is authorized to issue is 20,000,000 at \$0.001 per value.

3. The undersigned declare that they constitute at least two-thirds of the following:

(check only one box)



incorporators



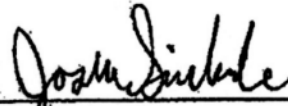
board of directors

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued.

6. Signatures: (if more than two signatures, attach an 8 1/2" x 11" plain sheet with the additional signatures.)

X 
Authorized Signature

X

Authorized Signature

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit Before
Revised: 10-18-09

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHIARA
Chief Deputy

STATE OF NEVADA**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

6/20/2023 10:40:32 AM

Work Order Number: W2023062000630
Reference Number: 20233276460
Through Date: 6/20/2023 10:40:32 AM
Corporate Name: GENBIOPRO, INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20170420409-09	Amended and Restated Articles	16



Certified By: Walter Avila
Certificate Number: B202306203738006
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



090503

Certificate to Accompany Restated Articles or Amended and Restated Articles

(PURSUANT TO NRS)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

GENBIOPRO, INC.

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☒ Articles have been added.

☒ Articles have been deleted.

☒ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Article Fourth, B.1; Article Fourth, B.3; Article Fourth, B.6; and Article Ninth

4. Effective date and time of filing: (optional)

Date: _____

Time: _____

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 1-5-15

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GENBIOPRO, INC.**

Pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes, the undersigned hereby certifies on behalf of GenBioPro, Inc., a corporation organized and existing under and by virtue of the provisions of the Nevada Corporations Code, as provided in Title 7, Chapter 78 of the Nevada Revised Statutes, § 10 et. seq., as amended from time to time (the "General Corporation Law"), that:

FIRST. The name of this corporation is GenBioPro, Inc. (the "Corporation").

SECOND. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Nevada on August 15, 2011.

THIRD. The Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement as set forth on Exhibit A attached hereto (the "Amended and Restated Articles of Incorporation").

FOURTH. As of September 14, 2017, upon the recommendation of the board of directors, the Amendment and Restated Articles of Incorporation as set forth on Exhibit A attached hereto was approved and adopted by the stockholders of the Corporation holding a majority of the voting power of the outstanding shares of the Corporation's capital stock, which is a sufficient number of shares that is required for the approval of stockholders of the Corporation of the foregoing amendment and restatement in accordance with Section 320 of the Nevada Corporations Code.

FIFTH. The Amended and Restated Articles of Incorporation shall be effective at 12:01 A.M., Mountain Standard Time, October 2, 2017 .

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 29th day of October , 2017.

By: _____



Evan Masingill,
President and Chief Executive Officer

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENBIOPRO, INC.

(Pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes)

FIRST: The name of this corporation is GenBioPro, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Nevada is 2215-B Renaissance Drive, Las Vegas, Nevada 89119. The name of the registered agent at such address is CSC Services of Nevada, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to, and the Corporation shall have all necessary power to, engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) Twenty-Five Million (25,000,000) shares of Common Stock, \$0.001 par value per share (the "**Common Stock**") and (ii) Three Hundred Thousand (300,000) shares of Preferred Stock, \$0.001 par value per share (the "**Preferred Stock**").

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.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock as may be designated by the Board of Directors of the Corporation (the "**Board of Directors**") from time to time.

2. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend or other rights of any then outstanding shares of Preferred Stock.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then outstanding Preferred Stock.

4. Voting. Except for and subject to those preferences, rights, and privileges expressly granted to the holders of Series A Preferred Stock under the provisions of these Articles of Incorporation and the Bylaws of the Corporation, and except as may be provided by the laws of the State of Nevada: (i) on any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Common Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock held by such holder as of the record date for determining stockholders entitled to vote on such matter; (ii) holders of Common Stock shall vote as a single class; (iii) there shall be no cumulative voting; and (iv) the holders of Common Stock shall have exclusively all other rights of stockholders of the Corporation, including, but not by way of limitation, in the event of any distribution of assets upon the dissolution and liquidation of the Corporation, the right to receive ratably and equally all of the assets of the Corporation remaining after the payment to the holders of Preferred Stock of the specific amounts, if any, which they are entitled to receive as may be provided herein or pursuant hereto.

B. PREFERRED STOCK.

Three Hundred Thousand (300,000) 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. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in the Certificate of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend. The "**Series A Original Issue Price**" shall mean One Dollar (\$1.00) per share, 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.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and Common Stock, pro rata based on the number of shares held by

each such holder, treating for this purpose all such securities as if they had been converted to Common Stock pursuant to the terms of the Certificate of Incorporation immediately prior to such liquidation, dissolution or winding up of the Corporation.

2.2 Deemed Liquidation Events.

(a) Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of not less than fifty percent (50%) of the outstanding shares of Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least ten (10) days prior to the effective date of any such event:

(i) a merger or consolidation or a share exchange in which

a) the Corporation is a constituent party or

b) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger, share exchange or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation, share exchange or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3 Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 2.2(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsection 2.1.

2.4 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger,

consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board.

3. Voting.

3.1 General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of the Certificate of Incorporation, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class.

3.2 Election of Directors. The size of the Board of Directors shall initially be set at two (2) persons. At any time shares of Series A Preferred Stock are held by two (2) or more unaffiliated stockholders (and the Corporation is not publicly traded and has not consummated equity issuances from and after the Series A Original Issue Date (as defined below) with gross proceeds to the Corporation of \$5,000,000 or more), the size of the Board of Directors shall automatically be increased by one (1) and the holders of not less than fifty percent (50%) of the shares of Series A Preferred Stock then outstanding shall be entitled to elect, voting together as a single class, one (1) member of the Board of Directors (the "Series A Director"). The Series A Director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. 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 on an as-converted to Common Stock basis, shall be entitled to elect the balance of the total number of directors of the Corporation. If the holders of shares of Series A Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Subsection 3.2, then any directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, 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 elect the Series A Director hereunder shall terminate on the first date following December 20, 2013 (the "Series A Original Issue Date"), on which (a) there are issued and outstanding less than one (1) share 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), (b) the Corporation is publicly traded, or (c) the Corporation has consummated equity issuances from and after the Series A Original Issue Date (as defined below) with gross proceeds to the Corporation of \$5,000,000 or more.

4. Optional Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

4.1 Right to Convert.

(a) Conversion Ratio. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price (as defined below) in effect at the time of conversion. The "Series A Conversion Price" shall initially be equal to One Dollar (\$1.00) per share. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Termination of Conversion Rights. In the event of a notice of redemption of any shares of Series A Preferred Stock pursuant to Section 6, the Conversion Rights of the shares designated for redemption shall terminate at the close of business on the last full day preceding the date fixed for redemption, unless the redemption price is not fully paid on such redemption date, in which case the Conversion Rights for such shares shall continue until such price is paid in full. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock.

4.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

4.3 Mechanics of Conversion.

(a) Notice of Conversion. In order for a holder of Series A Preferred Stock to voluntarily convert shares of Series A Preferred Stock into shares of Common

Stock, such holder shall (a) provide written notice to the Corporation's transfer agent at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Series A Preferred Stock and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares are certificated, surrender the certificate or certificates for such shares of Series A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Series A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, (ii) pay in cash such amount as provided in Subsection 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and (iii) pay all declared but unpaid dividends on the shares of Series A Preferred Stock converted.

(b) Reservation of Shares. The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to the Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Series A Conversion Price.

(c) Effect of Conversion. All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Subsection 4.2 and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

(d) No Further Adjustment. Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(e) Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Stock, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, the Series A Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.5 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record

date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.6 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section 1 do not apply to such dividend or distribution, then and in each such event the holders of Series A Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.7 Adjustment for Merger or Reorganization, etc. Subject to the provisions of Subsection 2.2, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property, then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series A Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests

thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

4.8 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series A Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series A Preferred Stock (but in any event not later than ten (10) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series A Preferred Stock.

4.9 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. Mandatory Conversion.

5.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public at a price of at least the Series A Original Issue Price per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), in a public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the holders of all of the then outstanding shares of Series A Preferred Stock (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the "Mandatory Conversion Time"), then (i) all outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate as calculated pursuant to Subsection 4.1(a) and (ii) such shares may not be reissued by the Corporation.

5.2 Procedural Requirements. All holders of record of shares of Series A Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this Section 5. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Series A Preferred Stock in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series A Preferred Stock converted pursuant to Subsection 5.1, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Subsection 5.2. As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series A Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay cash as provided in Subsection 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Series A Preferred Stock converted. Such converted Series A Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

6. Redemption.

6.1 Unless prohibited by Nevada law governing distributions to stockholders, shares of Series A Preferred Stock shall be redeemed by the Corporation at a price per share equal to One Hundred Twenty-Five Percent (125%) of the Series A Original Issue Price (the "Redemption Price") not more than ninety (90) days (except that such period may be extended to not more than one hundred eighty (180) days in the Corporation's discretion) after receipt by the Corporation, at any time after thirty-six (36) months following the Corporation's obtaining approval from the U.S. Food and Drug Administration (the "FDA") of its Abbreviated New Drug Application (the "ANDA") for mifepristone ("FDA Approval") (such period referred to herein as the "Initial Measurement Period"), from the holders of not less than fifty percent (50%) of the then outstanding shares of Series A Preferred Stock, of written notice requesting redemption of all shares of Series A Preferred Stock (the "Redemption Request"). Upon receipt of a Redemption Request, the Corporation shall apply up to, but not more than, fifteen percent (15%) of its unencumbered cash and/or cash equivalents to any such redemption, except to the extent prohibited by Nevada law governing distributions to stockholders; provided, however, notwithstanding anything herein to the contrary, if, in the sole discretion of the Board, such payment would cause the Corporation undue hardship, insolvency or default with respect to other obligations, then such payment shall be deferred until the first date upon which, in the Board's discretion, such payment would not cause the Corporation such hardship, insolvency or default. The date of such payment of the Redemption Price shall be referred to as the "Redemption Date." On the Redemption Date, the Corporation shall redeem, on a pro rata basis in accordance with the number of shares of Series A Preferred Stock owned by each holder. If on the Redemption Date Nevada law governing distributions to stockholders prevents the Corporation from redeeming all shares of Series A Preferred Stock to be redeemed, the Corporation shall ratably redeem the maximum number of shares that it may redeem consistent with such law, and shall redeem the remaining shares as soon as it may lawfully do so under such law. Notwithstanding anything in this Subsection 3.1 to the contrary, no holder of Series A Preferred Stock shall be entitled to redemption, and any Redemption Request by holders of Series A Preferred Stock shall be of no effect, at any time the following conditions are met: (a) within the Initial Measurement Period, the Corporation has issued, in the aggregate, cumulative distributions to the holders of Series A Preferred Stock equal to at least fifteen percent (15%) of the Series A Original Issue Price per share, and (b) in any twelve (12) month period following the Initial Measurement Period (each a "Subsequent Measurement Period"), measured for this purpose as of the end of each Subsequent Measurement Period, the Corporation has issued, in the aggregate, cumulative distributions to the holders of Series A Preferred Stock equal to at least ten percent (10%) of the Series A Original Issue Price per share. For purposes of clarity, provided the condition in Subsection (a) has been met as of the end of the Initial Measurement Period, the holders of Series A Preferred Stock may not make a Redemption Request prior to the end of a Subsequent Measurement Period in which the condition in Subsection (b) has not been met. Furthermore, notwithstanding anything herein to the contrary, no holder of Series A Preferred Stock shall be entitled to redemption, and any Redemption Request by holders of Series A Preferred Stock shall be of no effect if, within ninety (90) days following any Redemption request otherwise provided for herein, the Corporation causes the distributions contemplated in Subsections (a) or (b), as applicable, to be satisfied. Without limiting the foregoing, the rights of the holders of the Series A Preferred Stock under this Subsection 3.1 shall terminate on the first date following the Series A Original Issue Date on which (a) there are issued and outstanding less than one (1) share 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) or (b) the Corporation is publicly traded.

7. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Stock following redemption.

8. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of not less than fifty percent (50%) of the shares of Series A Preferred Stock then outstanding.

9. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Nevada Revised Statutes, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Nevada, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Nevada at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: Except to the extent that the laws of the State of Nevada prohibit the elimination or limitation of liability of officers and directors for breaches of fiduciary duty, no officer or director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

TENTH: The Corporation shall, to the fullest extent permitted by Section 78.751 of the Nevada Revised Statutes, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to an Indemnitee's right to be indemnified, the Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such Indemnitee for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, the Corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnitee to make such repayment; and further provided that no such advancement of expenses shall be made under this Article if it is determined that (i) the Indemnitee did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, the Indemnitee had reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an Indemnitee pursuant to this Article in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors. In addition, the Corporation shall not indemnify an Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

All determinations hereunder as to the entitlement of an Indemnitee to indemnification or advancement of expenses shall be made in each instance (a) by a majority vote of the directors of

the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), whether or not a quorum, (b) by a committee of disinterested directors designated by majority vote of disinterested directors, whether or not a quorum, (c) if there are no disinterested directors, or if the disinterested directors so direct, by independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation) in a written opinion, or (d) by the stockholders of the Corporation.

The rights provided in this Article (i) shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnities. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Amended and Restated Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.
