



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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CORPORATIONS DIV
2018 JAN -3 PM 3:25

Articles of Amendment

DOMESTIC Business Corporation

→ Filing Fee: \$50.00 (\$210 for an increase in authorized shares)

Pursuant to the provisions of RIGL 7-1.2-905, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: <u>271999</u>	2. The name of the corporation is: <u>Prothera Biologics, Inc.</u>												
3. The shareholders of the corporation (or, where no shares have been issued by the board of directors of the corporation) in the manner prescribed by RIGL 7-1.2 adopted the following amendment(s) to the Articles of Incorporation on: <u>1/3/2018</u>													
4. If the entity's name is changing, state the new name: Check the box to indicate no change ☒													
5. If the total authorized shares are changing complete the following section: *List ALL authorized shares as of this amendment <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 35%;">Total Authorized Shares (Number of Shares)</th> <th style="text-align: left; width: 35%;">Class of Stock</th> <th style="text-align: left; width: 30%;">Par Value Per Share</th> </tr> </thead> <tbody> <tr> <td><u>3,500,000</u></td> <td><u>Common Stock</u></td> <td><u>\$0.001</u></td> </tr> <tr> <td><u>37,000</u></td> <td><u>Series A Convertible Preferred</u></td> <td><u>\$0.001</u></td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> Check the box to indicate no change ☐		Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share	<u>3,500,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>37,000</u>	<u>Series A Convertible Preferred</u>	<u>\$0.001</u>			
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<u>37,000</u>	<u>Series A Convertible Preferred</u>	<u>\$0.001</u>											
6. If the period of its duration is changing complete the following section: CHECK ONE BOX ONLY ☐ Perpetual (on-going) ☐ Date certain for dissolution _____ Check the box to indicate no change ☒													
7. If the entity's purpose is changing complete the following section: *The new purpose should include ALL activity to be transacted in the State of Rhode Island. Check the box to indicate an attachment ☐ Check the box to indicate no change ☒													

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED

JAN 03 2018

FORM 101 - Revised 11/2017

BY

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8. If adding or amending additional provisions, complete the following section:

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

9. As required by RIGL 7-1 2-105, the corporation has paid all fees and taxes. yes

10. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer of the Corporation

Date

Denise Spero

1/3/2011

Signature of Authorized Officer of the Corporation

Denise Spero CORPORATION

PROTHERA BIOLOGICS, INC.
CORPORATE ID NO. 271999

Exhibit A
to the
Articles of Amendment
to the Restated Articles of Incorporation

VOTED: That the Restated Articles of Incorporation of the Corporation are hereby amended by striking out Section 2 thereof and by substituting in lieu thereof, the following new Section 2:

“2. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is (i) 3,500,000 shares of Common Stock, \$0.001 par value per share (“**Common Stock**”), and (ii) 37,000 shares of Series A Convertible Preferred Stock, \$0.001 par value per share (“**Preferred Stock**”).”



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

January 03, 2018 03:25 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

