

**Articles of Incorporation
of
Arisu Therapeutics, Inc.**

The undersigned executes these articles of incorporation for the purpose of forming, and does hereby form, a corporation under the Kentucky Business Corporation Act in accordance with the following provisions:

Article I - Name

The name of the corporation is Arisu Therapeutics, Inc.

Article II - Shares

The number of shares the corporation is authorized to issue is 1,000 shares, all of which shall be common shares without par value. The common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article III - Registered Office and Registered Agent

The street address of the corporation's initial registered office is 2100 Naples Lane, Lexington, Kentucky 40513-1815, and the name of the corporation's initial registered agent at that office is Kyung Bo Kim.

Article IV - Principal Office

The mailing address of the corporation's principal office is 2100 Naples Lane, Lexington, Kentucky 40513-1815.

Article V - Incorporator

The name and mailing address of the incorporator is:

Kyung Bo Kim
2100 Naples Lane
Lexington, KY 40513-1815

Article VI - Directors

The business and affairs of the corporation are to be conducted by a board of directors, the number to be set in the manner provided in the bylaws. The initial board of directors of the corporation shall consist of the following persons who shall serve until the first annual meeting of shareholders and until their successors are elected and qualified:

Kyung Bo Kim
2100 Naples Lane
Lexington, KY 40513-1815

Article VII - Limitation of Director's Liability

The directors of the corporation shall be entitled to the benefits of all limitations on the liability of directors that are now or hereafter become available under the Kentucky Business Corporation Act. Without limiting the generality of the foregoing, no director of the corporation shall have any personal liability to the corporation or its shareholders for monetary damages for breach of his or her duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, (iii) for any vote or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

Article VIII - Shareholders Action

Any action, except the election of directors by cumulative voting pursuant to KRS 271B.7-280 (if cumulative voting is permitted), required or permitted by the Kentucky Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting and without prior notice if the action is taken by shareholders entitled to vote on the action representing not less than 80% of the votes entitled to be cast. Prompt notice of the taking of any action without a meeting under this article by less than unanimous written consent shall be given to those shareholders entitled to vote on the action who have not consented in writing.

Executed by the incorporator this 01 day of July, 2019.


Kyung Bo Kim