
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934.

Date of Report: December 29, 2017
(Date of earliest event reported)

Oragenics, Inc.
(Exact name of registrant as specified in its charter)

FL
(State or other jurisdiction
of incorporation)

001-32188
(Commission
File Number)

59-3410522
(IRS Employer
Identification Number)

4902 Eisenhower Boulevard, Suite 125
Tampa, FL
(Address of principal executive offices)

33634
(Zip Code)

813-286-7900
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change In Fiscal Year.

The Company's Board of Directors and the Company's shareholders authorized the amendment to our Amended and Restated Articles of Incorporation (the "Amendment") to increase the number of authorized shares of common stock from 250,000,000 shares to 450,000,000 shares and to increase the number of preferred shares from 20,000,000 to 50,000,000, upon a determination by our Board of Directors that such an increase is in the best interests of our Company and our shareholders.

The action taken by the Board with respect to the approval of the Amendment was approved by written consent dated December 1, 2017, by our shareholders entitled to vote a majority of the shares of common stock then outstanding. Pursuant to Securities and Exchange Commission ("SEC") rules, the Company filed an Information Statement concerning the Amendment, submitted it to the shareholders and waited until the 21st day after the mailing the Company's Information Statement for the Amendment to be filed and to take effect.

The Amendment was filed with the Secretary of State of Florida on December 29, 2017 and became effective on such date. Following the Amendment, the Company is authorized to issue 500,000,000 shares of capital stock consisting of (i) 450,000,000 shares of common stock and (ii) 50,000,000 shares of preferred stock. The foregoing description is qualified in its entirety by reference to the Amendment filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other Events

The Company's Board of Directors and the Company's shareholders authorized the amendment to our 2012 Equity Incentive Plan (the "Plan") which increased the number of the authorized shares of common stock under the Plan from 5,500,000 shares of common stock to 7,500,000 shares of common stock (the "Plan Amendment"); upon a determination by our Board of Directors that such an increase was in the best interests of our Company and our shareholders. The foregoing description is qualified in its entirety by reference to the Plan Amendment filed as Exhibit 4.3 to this Current Report on Form 8-K and incorporated herein by reference.

The action taken by the Board with respect to the approval of the Plan Amendment was approved by written consent dated December 1, 2017, by our shareholders entitled to vote a majority of the shares of common stock then outstanding. Pursuant to SEC rules, the Company filed an Information Statement concerning the Plan Amendment, submitted it to the shareholders and waited until the 21st day after the mailing the Company's Information Statement for the Plan Amendment to take effect.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	<u>Amended and Restated Articles of Incorporation as historically amended through December 28, 2017 (including certificates of designation of preferred).</u>
3.2	<u>Articles of Amendment to Amended and Restated Articles of Incorporation dated effective December 29, 2017.</u>
4.1	<u>2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.1 to Form 8-K filed on October 25, 2012).</u>
4.2	<u>First Amendment to 2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.2 to Form 8-K filed on May 5, 2017).</u>
4.3	<u>Second Amendment to 2012 Equity Incentive Plan.</u>

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 29th day of December 2017.

ORAGENICS, INC.
(Registrant)

BY: /s/ Michael Sullivan
Michael Sullivan
Chief Financial Officer

**ARTICLES OF INCORPORATION
OF
ORAGEN, INC.**

Article I

Name. The name of this Corporation is ORAGEN, INC.

Article II

Principal Office. The address of the principal office of the Corporation is 6424 S.W. 26th Place, Gainesville, FL 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 100,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Of Office and Agent. The street address of the initial registered office of this Corporation is 6424 S.W. 26th Place, Gainesville, FL 32608, and the name of the initial registered agent of this Corporation is J.D. Hillman.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is J.D. Hillman, 6424 S.W. 26th Place, Gainesville, FL 32608.

Article IX

Incorporator. The name and address of the person signing these Articles is J.D. Hillman, 6424 S.W. 26th Place, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of November, 1996.

/s/ J.D. Hillman

J.D. HILLMAN
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 4th day of November, 1996, by J.D. HILLMAN who is personally known to me and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 4th day of November 1996.

/s/ Carrie P. Fagan
Carrie P. Fagan, Notary Public

(SEAL)

Carrie P. Fagan
Printed Name

My Commission Expires:

January 8, 1997

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ORAGEN, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 4th day of November, 1996.

/s/ J.D. Hillman

J.D. HILLMAN
Registered Agent

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

Pursuant to Sections 607.1001, 607.1002 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of OraGen, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows:

I.

Name. The name of the Corporation is Oragenics, Inc.

II.

Capital Stock The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is One Hundred Twenty Million (120,000,000), consisting of (i) One Hundred Million (100,000,000) shares of common stock par value \$.001 per share (the "Common Stocks"), and (ii) Twenty Million (20,000,000) shares of preferred stock, no par value (the "Preferred Stock").

The designation and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating to the Common Stock.

Except as otherwise required by law or as may be provided by the resolutions of the Board when authorizing the issuance of any class or series of Preferred Stock, as herein below provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock in accordance with their respective rights and interest.

B. Provisions Relating to the Preferred Stock.

The Preferred Stock may be issued from time to time in one or more classes or series, and the shares of each class or series has such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution and resolutions providing for the issue of such class or series adopted by the Board of Directors of the Corporation (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and invested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of Preferred Stock, to fix and state the following by the resolution or resolutions from time to time adopted providing for the issuance therefor:

- (a) Whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) The number of shares to constitute the class or series and the designations thereof;
- (c) The preferences and relative participating, optional or other special rights, if any and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) Whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price(s), and the time(s) at which the terms and conditions upon which such shares shall be redeemable and the manner of redemption;
- (e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) Whether or not dividends shall be payable with respect to the shares of a class or series and, if so, the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date(s) from which such dividends shall accumulate;
- (g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of the Corporation;
- (h) Whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the

conversion price(s) or ratio(s) or the rate(s) at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided in such resolution(s); and

(i) Such other special rights and provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing class or series, adding to such class or series authorized but unissued shares of the Preferred Stock not designated to any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued, and undesignated shares of the Preferred Stock.

III.

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of April , 2002.

ORAGEN, INC.

By: /s/ Mento A. Soponis

Mento A. Soponis
President & Chief Executive Officer

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORAGEN, INC.**

OraGen, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is OraGen, Inc.
2. The Amended and Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. The Amended and Restated Articles were unanimously adopted and approved by the Corporation's Board of Directors on April 23, 2002 and adopted and approved by all of the holders of the issued and outstanding shares of the Corporation in accordance with Sections 607.0725, 607.1003 and 607.1007 of the Florida Business Corporation Act, such votes being sufficient for approval and such Common Stock being the only class of capital stock authorized to vote on such issue, as of April 23, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 23, 2002.

ORAGEN, INC.

By: /s/ Mento A. Soponis

Mento A. Soponis
President & Chief Executive Officer

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORAGENICS, INC.**

(Document Number P96000091949)

Pursuant to the provisions of Section 607.1006, Florida Statutes, Oragenics, Inc. (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Oragenics, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation:

The first paragraph of Article II of the Articles of Incorporation of the Corporation be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the paragraph below is adopted, approved and ratified, with the remainder of Article II remaining unchanged:

"Capital Stock. The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is Three Hundred Twenty Million (320,000,000), consisting of (i) Three Hundred Million (300,000,000) shares of common stock, par value \$.001 per share (the "Common Stock"), and (ii) Twenty Million (20,000,000) shares of preferred stock, no par value (the "Preferred Stock")."

THIRD: The amendment was unanimously approved and adopted by the Corporation's Board of Directors on August 12, 2009 and approved and adopted by the shareholders on October 28, 2009. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 28th day of October, 2009.

/s/ David B. Hirsch
David Hirsch, President

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

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by that certain amendment filed October 28, 2009, are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on June 23, 2010 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on August 25, 2010 and the number of votes cast for the amendment by the shareholders was sufficient for approval. This amendment shall become effective on September 24, 2010 at 5:00 p.m. (the "Effective Time").

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 35,000,000 shares, consisting of (i) 15,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 20,000,000 shares of preferred stock, no par value ("Preferred Stock").

At the Effective Time, each twenty (20) shares of the Corporation's common stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") (including the number of shares of common stock issuable upon exercise or conversion of all issued and outstanding, options, warrants and convertible securities of every kind, including all options, shares outstanding and authorized for issuance under the Corporation's Amended and Restated 2002 Stock Incentive Plan, (as amended), will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of common stock, par value \$0.001 per share (the "New Common Stock") (and such combination and conversion, the "Reverse Stock Split"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split and the Corporation shall not recognize on its stock record books any purported transfer of any fractional share of New Common Stock. In lieu thereof, the Corporation shall make a cash payment equal to the Market Value (as subsequently defined herein) of such fractional share of Common Stock to holders thereof who would otherwise be entitled to receive fractional shares, except for the provisions hereof, upon surrender of certificates representing those shares to the Corporation's transfer agent. The ownership of such fractional interests shall not entitle the holder thereof to any voting, dividend or other right, except the right to receive payment therefor as described above. For the purposes hereof, "Market Value" of shares of Common Stock shall mean an amount per share equal to the closing price of the Common Stock on the business day immediately preceding the Effective Time as reported by the OTC Bulletin Board (or another exchange on which the Common Stock is then listed). Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional share interests of New Common Stock as set forth above), provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional share interests of New Common Stock to which such holder may be entitled as set forth above."

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 21st of September, 2010.

/s/ David Hirsch

David Hirsch, President

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

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009 and September 22, 2010, are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on May 13, 2011 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on August 29, 2011 and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 70,000,000 shares, consisting of (i) 50,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 20,000,000 shares of preferred stock, no par value ("Preferred Stock")."

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 30th of August, 2011.

/s/ John N. Bonfiglio
John N. Bonfiglio, President

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

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009, September 22, 2010, and August 30, 2011 are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on February 13, 2014 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on May 30, 2014 and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 120,000,000 shares, consisting of (i) 100,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 20,000,000 shares of preferred stock, no par value ("Preferred Stock")."

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 2nd day of June, 2014.

/s/ John N. Bonfiglio

John N. Bonfiglio, President

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

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009, September 22, 2010, August 30, 2011 and June 2, 2014 are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on November 8, 2016 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on December 12, 2016 by written consent without a meeting and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 270,000,000 shares, consisting of (i) 250,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 20,000,000 shares of preferred stock, no par value ("Preferred Stock")."

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the Chief Financial Officer of the Corporation, has executed these Articles of Amendment this 10th day of January, 2017.

/s/ Michael Sullivan

Michael Sullivan, Chief Financial Officer

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORAGENICS, INC.**

**CERTIFICATE OF DESIGNATION AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

Oragenics, Inc., a corporation organized and existing under the laws of the State of Florida (the “**Corporation**”), does hereby certify:

FIRST: That pursuant to authority conferred upon the Board of Directors of the Corporation (the “**Board**”) by the Articles of Incorporation of the Corporation, as amended, the Board adopted the following resolutions on May 4, 2017 pursuant to the Corporation’s Articles of Incorporation, as amended and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing a new series of the Corporation’s previously authorized Preferred Stock, \$0.001 par value per share designated as Series A Preferred Stock. Shareholder action was not required.

SECOND: The Series A Preferred Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The shares of such series shall have a par value of \$0.001 per share and shall be designated as “Series A Convertible Preferred Stock” (the “**Series A Preferred Stock**”) and the number of shares constituting such series shall be Twelve Million (12,000,000).

Section 2. Dividends. Except for stock dividends or distributions for which adjustments are to be made pursuant to Section 5, holders of Series A Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends on shares of Series A Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the common stock of the Corporation, par value \$.001 per share (the “**Common Stock**”) when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Series A Preferred Stock.

Section 3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series A Preferred Stock shall have no voting rights.

Section 4. Liquidation.

(A) The Series A Preferred Stock shall rank (i) on par with the Common Stock as to dividend rights and (ii) senior to the Common Stock as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily.

(B) Upon liquidation, dissolution or winding up of the Corporation (any such event, a “**Liquidation**”), whether voluntary or involuntary, each holder of shares of Series A Preferred Stock shall be entitled to receive, in preference to the holders of Common Stock, an amount of cash equal to the greater of (i) the product of the number of shares of Series A Preferred Stock then held by such holder, multiplied by the Original Issue Price; and (ii) the amount that would be payable to such holder in the Liquidation in respect of Common Stock issuable upon conversion of such shares of Series A Preferred Stock if all outstanding shares of Series A Preferred Stock were converted into Common Stock immediately prior to the Liquidation.

Section 5. Conversion.

(A) Conversion Rights. Subject to and upon compliance with the provisions of this Section 5, 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 and surrendering the Series A Preferred Stock to be converted. Such surrender shall be made in the manner provided in paragraph (B) of this Section 5. The “**Series A Original Issue Price**” shall mean \$0.25 per share. The “**Series A Conversion Price**” with respect to shares of Series A Preferred Stock will initially be equal to the Series A Original Issue Price (as defined above), subject to adjustment as described below.

(B) Manner of Conversion.

(i) In order to exercise the conversion right, the holder of each share of Series A Preferred Stock to be converted shall surrender to the Corporation the certificate representing such share, duly endorsed or assigned to the Corporation or in blank, accompanied by written notice to the Corporation that the holder thereof elects to convert such Series A Preferred Stock. Unless the shares of Common Stock issuable on conversion are to be issued in the same name as the name in which such Series A Preferred Stock is registered, each share of Series A Preferred Stock surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder or such holder’s duly authorized attorney and an amount sufficient to pay any transfer or similar tax that the Corporation is not required to pay pursuant to Section 5(D) hereof (or evidence reasonably satisfactory to the Corporation demonstrating that such taxes have been paid).

(ii) As promptly as practicable after the surrender of certificates of Series A Preferred Stock as aforesaid, and in any event within three (3) days thereafter, the Corporation shall issue and shall deliver at such office to such holder, or to such other location as such holder may direct, (x) a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such Series A Preferred Stock in accordance with the provisions of this Section 5, (y) if less than the full number of shares of Series A Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted and (z) payment of all amounts to which such holder is entitled pursuant to paragraph (C) of this Section 5.

(iii) Each conversion shall be deemed to have been effected immediately prior to the close of business on the date on which certificates for the Series A Preferred Stock have been surrendered and such notice received by the Corporation as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby at such time on such date, and such conversion shall be at the Conversion Price in effect at such time on such date unless the stock transfer books of the Corporation shall be closed on that date, in which event such conversion shall have been deemed to have been effected and such person or persons shall be deemed to have become the holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Price in effect on the date on which such shares shall have been surrendered and such notice received by the Corporation.

(C) Fractional Shares. No fractional shares or scrip representing fractions of shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. As to any fraction of a share which the Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Market Price on the date of conversion or round up to the next whole share. “Market Price” means, with respect to the Common Stock, on any given day, the closing sale price or, if no closing sale price is reported, the last reported sale price of the shares of the Common Stock on the New York Stock Exchange on such date. If the Common Stock is not traded on the New York Stock Exchange on any date of determination, the Market Price of the Common Stock on such date of determination means the closing sale price as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or, if no closing sale price is reported, the last reported sale price on the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or if the Common Stock is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price for the Common Stock in the over-the-counter market as reported by the OTC Markets Group or similar organization, or, if that bid price is not available, the market price of the Common Stock on that date as determined by a nationally recognized independent investment banking firm retained by the Corporation for this purpose.

(D) Transfer Taxes Upon Conversion. The Corporation shall pay any and all issuance and other taxes that may be payable in respect of any issuance or delivery of Common Stock upon conversion of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax that 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 Series A

Preferred Stock so converted shall have been registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance shall have paid to the Corporation the amount of any such tax or shall have established, to the reasonable satisfaction of the Corporation, that such tax had been paid.

(E) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time after May 10, 2017 (the “**Original Issue Date**”) effect a subdivision of the outstanding Common Stock, the Conversion Price shall be proportionately decreased. If the Corporation shall at any time on or after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(F) Adjustment for Certain Dividends and Distributions. If the Corporation at any time on or after the 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 additional shares of Common Stock, the Conversion Price 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 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;

provided, however, if such record date shall have been fixed and such dividend shall not be fully paid or if such distribution shall not be fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection (F) as of the time of actual payment of such dividends or distributions.

(G) Provisions for Other Dividends and Distributions. If the Corporation at any time on or after the Original Issue Date shall make or issue to holders of Common Stock, 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 shares of Common Stock, then, and in each such event, provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had such Series A Preferred Stock been converted in full into Common Stock on the date of such event (notwithstanding the conversion limitation set forth in clause (N) below) and had they thereafter, during the period from the date of such event to and including the Conversion Date, retained such securities receivable by them as aforesaid during such period.

(H) Adjustment for Reclassification, Exchange or Substitution. If, at any time on or after the Original Issue Date, the Common Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), the holders of the Series A Preferred Stock shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, as would be received by holders of the number of shares of Common Stock into which such shares of the Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change.

(I) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation at any time on or after the Original Issue Date (each, a “**Transaction**”), each share of Series A Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of such share would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this subsection 5(I) with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this subsection 5(I) (including provisions with respect to changes in and other adjustments of the Conversion Price applicable to such series) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter issuable upon the conversion of the Series A Preferred Stock. Notwithstanding anything contained herein to the contrary, the Corporation will not effect any Transaction unless, prior to the consummation thereof, the surviving person, if other than the Corporation, shall agree to assume the obligation to deliver to the holders of Series A Preferred Stock such shares of stock or other securities or property to which, in accordance with the foregoing provisions, such holders are entitled.

(J) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price, the Corporation at its expense shall promptly 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 and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price applicable to such series then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that then would be received upon the conversion.

(K) Notice of Record Date. If:

(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation;

(ii) the Corporation shall subdivide or combine its outstanding shares of Common Stock;

(iii) there shall be any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), consolidation or merger of the Corporation into or with another Corporation, sale of all or substantially all of the assets of the Corporation, or involuntary or voluntary dissolution, liquidation or winding up of the Corporation;

then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series A Preferred Stock, and shall cause to be mailed to the holders of Series A Preferred Stock at their last addresses as shown on the records of the Corporation or such transfer agent, at least seventy-five days prior to the date specified in (a) below, ten days prior to the date specified in (b) below or twenty days before the date specified in (c) below, a notice stating:

(a) the record date of such dividend or distribution, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend or distribution are to be determined,

(b) the record date of such subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such subdivision or combination are to be determined, or

(c) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

(L) No Duplication of Adjustments. If any action or transaction would require adjustment of the Conversion Price pursuant to more than one paragraph of this Section 5, only one adjustment shall be made and such adjustment shall be the amount of adjustment that results in the lowest Conversion Price. Notwithstanding the foregoing, the provisions of this Section 5 shall apply to successive transactions giving rise to any such adjustment.

(M) Reservation and Listing of Shares of Common Stock.

(i) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting conversion of the Series A Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Series A Preferred Stock not theretofore converted. Before taking any action that would cause an adjustment in the Conversion Price such that Common Stock issuable upon the conversion of Series A Preferred Stock would be issued below par value of the Common Stock, the Corporation shall take any corporate action that may, in the opinion of its counsel, be reasonably necessary in order that the Corporation may validly and legally issue fully-paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(ii) The Corporation shall, at its sole cost and expense, in good faith and as expeditiously as possible and prior to such delivery, cause the shares of Common Stock required to be delivered upon conversion of the Series A Preferred Stock to be listed upon each national securities exchange, if any, upon which the outstanding Common Stock is listed at the time of such delivery.

(N) Beneficial Ownership Limitation. Notwithstanding anything to the contrary contained herein, no holder shall be entitled to receive shares of Common Stock or other securities of the Corporation (together with Common Stock, "**Equity Interests**") upon conversion of Series A Preferred Stock to the extent (but only to the extent) that such exercise or receipt would cause such holder's Holder Group to become, directly or indirectly, a "beneficial owner" (within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder from time to time in effect (the "**Exchange Act**")) of a number of Equity Interests of a class that is registered under the Exchange Act which exceeds the Maximum Percentage (as defined below) of the Equity Interests of such class that are outstanding at such time. This limitation on beneficial ownership (a) may be increased, decreased or terminated with respect to any Holder, in such holder's sole discretion, upon 61 days' written notice to the Corporation by such holder and (b) shall terminate automatically on the date that a Redemption Notice is delivered to such holder. Any purported delivery of Equity Interests in connection with the conversion of Series A Preferred Stock prior to the termination of this restriction in accordance herewith shall be void and have no effect to the extent (but only to the extent) that such delivery would result in a Holder Group becoming the beneficial owner of more than the Maximum Percentage of the Equity Interests of a class that is registered under the Exchange Act that is outstanding at such time. If any delivery of Equity Interests owed to a holder following a conversion of Series A Preferred Stock is not made, in whole or in part, as a result of this limitation, the Corporation's obligation to make such delivery shall not be extinguished and the Corporation shall deliver such Equity Interests as promptly as practicable after such holder gives notice to the Corporation that such delivery would not result in such limitation being triggered or upon termination of the restriction in accordance with the terms hereof. For purposes of this Section 5(O), (i) unless modified by a holder pursuant to the second sentence of this Section 5(O), the term "**Maximum Percentage**" shall mean 4.99%; provided, that if at any time after the date hereof such holder's Holder Group beneficially owns in excess of 4.99% of any class of Equity Interests in the Corporation that is registered under the Exchange Act (excluding any Equity Interests deemed beneficially owned by virtue of the Series A Preferred Stock and any warrant exercisable for Common Stock), then the Maximum Percentage shall automatically increase to 9.99% so long as such Holder Group owns in excess of 4.99% of such class of Equity Interests (and shall, for the avoidance of doubt, automatically decrease to 4.99% upon such Holder Group ceasing to own in excess of 4.99% of such class of Equity Interests); and (ii) the term "**Holder Group**" shall mean, with respect to each holder, such holder plus any other Person with which such holder is considered to be part of a group under Section 13 of the Exchange Act or with which such holder otherwise files reports under Sections 13 and/or 16 of the Exchange Act. In determining the number of Equity Interests of a particular class outstanding at any point in time, a holder may rely on the number of outstanding Equity Interests of such class as reflected in (x) the Corporation's most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, as the case may be, (y) a more recent public announcement by the Corporation or (z) a more recent notice by the Corporation or its transfer agent to such holder setting forth the number of Equity Interests of such class then outstanding. For any reason at any time, upon written

or oral request of a holder, the Corporation shall, within two days of such request, confirm orally and in writing to such holder the number of Equity Interests of any class then outstanding. The provisions of this Section 5(O) shall be construed, corrected and implemented in a manner so as to effectuate the intended beneficial ownership limitation herein contained.

(O) Antitrust Notification. If any Holder determines, in its sole judgment upon the advice of counsel, that a conversion of any Series A Preferred Stock pursuant to the terms hereof would be subject to the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), the Corporation shall file, within seven days after receiving notice from such Holder of the applicability of the HSR Act and a request to so file, with the United States Federal Trade Commission (the “**FTC**”) and the United States Department of Justice (the “**DOJ**”) the notification and report form and any supplemental information required to be filed by it pursuant to the HSR Act in connection with the conversion of Series A Preferred Stock. Any such notification and report form and supplemental information will be in full compliance with the requirements of the HSR Act. The Corporation will furnish to such Holder promptly (but in no event more than five days) such information and assistance as such Holder may reasonably request in connection with the preparation of any filing or submission required to be filed by such Holder under the HSR Act. The Corporation shall respond promptly after receiving any inquiries or requests for additional information from the FTC or the DOJ (and in no event more than three days after receipt of such inquiry or request). The Corporation shall keep such Holder apprised periodically and at such Holder’s request of the status of any communications with, and any inquiries or requests for additional information from, the FTC or the DOJ. The Corporation shall bear all filing or other fees required to be paid by the Corporation and such Holder (or the “ultimate parent entity” of such Holder, if any) under the HSR Act or any other applicable law in connection with such filings and all costs and expenses (including, without limitation, reasonable attorneys’ fees and expenses) incurred by the Corporation and such Holder in connection with the preparation of such filings and responses to inquiries or requests. In the event that this Section 5(O) is applicable to any conversion of any Series A Preferred Stock, the receipt by the Holder of the Common Stock subject to such exercise shall be subject to the expiration or earlier termination of the waiting period under the HSR Act (with the conversion date being deemed to be the date immediately following the date of such expiration or early termination).

Section 6. Amendment. Without the affirmative consent or vote of the holders of a majority of the Series A Preferred Stock outstanding at the time, the Corporation shall not (a) amend, alter, repeal, restate or supplement (in each case, whether by reclassification, merger, consolidation, reorganization or otherwise) this Certificate of Designation in any manner that would adversely affect the holders of the Series A Preferred Stock, (b) authorize or agree to authorize any increase in the number of shares of Series A Preferred Stock or issue any additional shares of Series A Preferred Stock, (c) amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation which would adversely affect any right, preference, privilege or voting power of the Series A Preferred Stock or the holders thereof or (d) agree to take any of the foregoing actions.

Section 7. Impairment. The Corporation shall not amend the Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times act in good faith in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of Series A Preferred Stock against dilution or other impairment, as set forth herein.

Section 8. Redemption. To the extent the Corporation shall have funds legally available therefor, at any time after the fifth anniversary of the Original Issue Date, the Corporation shall have the right to redeem all or any portion of the outstanding shares of Series A Preferred Stock at the Series A Original Issue Price by providing at least seventy five (75) days written notice of such redemption to all holders of the then outstanding shares of Series A Preferred Stock (a “**Redemption Notice**”); provided that if less than all outstanding shares of Series A Preferred Stock are redeemed pursuant to this section, then such portion redeemed must result in proceeds to the holders of Series A Preferred Stock of at least \$1,000,000. For the purposes of clarity, the Corporation may exercise its right to redemption under this Section 8 one or more times. The Redemption Notice shall specify the number of shares of Series A Preferred Stock to be redeemed from the Series A Holders, the date fixed for redemption (the “**Redemption Date**”), and the time and place of redemption. If the Redemption Notice shall have been given as hereinbefore provided, each holder of Series A Preferred Stock called for redemption shall surrender the certificates evidencing

such shares to the Corporation against payment therefor. Any shares of Series A Preferred Stock that are redeemed or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred.

THIRD: The effective date of these Articles of Amendment shall be May 10, 2017.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Articles of Amendment this 5th day of May, 2017.

ORAGENICS, INC.

/s/ Alan Joslyn

Alan Joslyn

President and Chief Executive Officer

[Signature Page to Articles of Amendment to Articles of Incorporation]

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORAGENICS, INC.**

**CERTIFICATE OF DESIGNATION AND RIGHTS OF
SERIES B CONVERTIBLE PREFERRED STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

Oragenics, Inc., a corporation organized and existing under the laws of the State of Florida (the “**Corporation**”), does hereby certify:

FIRST: That pursuant to authority conferred upon the Board of Directors of the Corporation (the “**Board**”) by the Articles of Incorporation of the Corporation, as amended, the Board adopted the following resolutions on November 3, 2017 pursuant to the Corporation’s Articles of Incorporation, as amended and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing a new series of the Corporation’s previously authorized Preferred Stock, \$0.001 par value per share designated as Series B Convertible Preferred Stock. Shareholder action was not required.

SECOND: The Series B Convertible Preferred Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The shares of such series shall have a par value of \$0.001 per share and shall be designated as “Series B Convertible Preferred Stock” (the “**Series B Preferred Stock**”) and the number of shares constituting such series shall be 6,600,000.

Section 2. Dividends. Except for stock dividends or distributions for which adjustments are to be made pursuant to Section 5, holders of Series B Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends on shares of Series B Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the common stock of the Corporation, par value \$.001 per share (the “**Common Stock**”) when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Series B Preferred Stock.

Section 3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series B Preferred Stock shall have no voting rights.

Section 4. Liquidation.

(A) The Series B Preferred Stock shall rank (i) on par with the Common Stock and Series A Preferred Stock and junior to Series C Preferred Stock as to dividend rights and (ii) junior to Series C Preferred Stock, on par with Series A Preferred Stock and senior to the Common Stock as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily.

(B) Upon liquidation, dissolution or winding up of the Corporation (any such event, a “**Liquidation**”), whether voluntary or involuntary, each holder of shares of Series B Preferred Stock shall be entitled to receive, after payment to the Series C Preferred Stock as provided in the Certificate of Designation of Series C Preferred Stock, but on par with Series A Preferred Stock and in preference to the holders of Common Stock, an amount of cash equal to the greater of (i) the product of the number of shares of Series B Preferred Stock then held by such holder, multiplied by the Series B Original Issue Price; and (ii) the amount that would be payable to such holder in the

Liquidation in respect of Common Stock issuable upon conversion of such shares of Series B Preferred Stock if all outstanding shares of Series B Preferred Stock were converted into Common Stock immediately prior to the Liquidation (disregarding for this purpose any and all limitations of any kind on such conversion).

Section 5. Conversion.

(A) Conversion Rights. Subject to and upon compliance with the provisions of this Section 5, each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time thereafter, 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 B Original Issue Price by the Series B Conversion Price (as defined below) in effect at the time of conversion and then multiplying such product by two (2) and surrendering the Series B Preferred Stock to be converted. Such surrender shall be made in the manner provided in paragraph (B) of this Section 5; provided that, if the Common Stock is listed on the NYSE MKT and shareholder approval of the issuance of the Common Stock issuable upon conversion of the Series B Preferred Stock is required under NYSE listing rules, then, until such shareholder approval is obtained, the holder of any Series B Preferred Stock may convert only a number of shares of Series B Preferred Stock that would not cause a violation of such listing rules. The “**Series B Original Issue Price**” shall mean \$0.50 per share. The “**Series B Conversion Price**” with respect to shares of Series B Preferred Stock will initially be equal to the Series B Original Issue Price (as defined above), subject to adjustment as described below.

(B) Manner of Conversion.

(i) In order to exercise the conversion right, the holder of each share of Series B Preferred Stock to be converted shall surrender to the Corporation the certificate representing such share, duly endorsed or assigned to the Corporation or in blank, accompanied by written notice to the Corporation that the holder thereof elects to convert such Series B Preferred Stock. Unless the shares of Common Stock issuable on conversion are to be issued in the same name as the name in which such Series B Preferred Stock is registered, each share of Series B Preferred Stock surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder or such holder’s duly authorized attorney and an amount sufficient to pay any transfer or similar tax that the Corporation is not required to pay pursuant to Section 5(D) hereof (or evidence reasonably satisfactory to the Corporation demonstrating that such taxes have been paid).

(ii) As promptly as practicable after the surrender of certificates of Series B Preferred Stock as aforesaid, and in any event within three (3) days thereafter, the Corporation shall issue and shall deliver at such office to such holder, or to such other location as such holder may direct, (x) a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such Series B Preferred Stock in accordance with the provisions of this Section 5, (y) if less than the full number of shares of Series B Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted and (z) payment of all amounts to which such holder is entitled pursuant to paragraph (C) of this Section 5.

(iii) Each conversion shall be deemed to have been effected immediately prior to the close of business on the date on which certificates for the Series B Preferred Stock have been surrendered and such notice received by the Corporation as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby at such time on such date, and such conversion shall be at the Conversion Price in effect at such time on such date unless the stock transfer books of the Corporation shall be closed on that date, in which event such conversion shall have been deemed to have been effected and such person or persons shall be deemed to have become the holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Price in effect on the date on which such shares shall have been surrendered and such notice received by the Corporation.

(C) Fractional Shares. No fractional shares or scrip representing fractions of shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock. As to any fraction of a share which the Holder

would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Market Price on the date of conversion or round up to the next whole share. "Market Price" means, with respect to the Common Stock, on any given day, the closing sale price or, if no closing sale price is reported, the last reported sale price of the shares of the Common Stock on the New York Stock Exchange on such date. If the Common Stock is not traded on the New York Stock Exchange on any date of determination, the Market Price of the Common Stock on such date of determination means the closing sale price as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or, if no closing sale price is reported, the last reported sale price on the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or if the Common Stock is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price for the Common Stock in the over-the-counter market as reported by the OTC Markets Group or similar organization, or, if that bid price is not available, the market price of the Common Stock on that date as determined by a nationally recognized independent investment banking firm retained by the Corporation for this purpose.

(D) Transfer Taxes Upon Conversion. The Corporation shall pay any and all issuance and other taxes that may be payable in respect of any issuance or delivery of Common Stock upon conversion of Series B Preferred Stock. The Corporation shall not, however, be required to pay any tax that 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 Series B Preferred Stock so converted shall have been registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance shall have paid to the Corporation the amount of any such tax or shall have established, to the reasonable satisfaction of the Corporation, that such tax had been paid.

(E) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time after November 8, 2017 (the "**Original Issue Date**") effect a subdivision of the outstanding Common Stock, the Conversion Price shall be proportionately decreased. If the Corporation shall at any time on or after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(F) Adjustment for Certain Dividends and Distributions. If the Corporation at any time on or after the 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 additional shares of Common Stock, the Conversion Price 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 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;

provided, however, if such record date shall have been fixed and such dividend shall not be fully paid or if such distribution shall not be fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection (F) as of the time of actual payment of such dividends or distributions.

(G) Provisions for Other Dividends and Distributions. If the Corporation at any time on or after the Original Issue Date shall make or issue to holders of Common Stock, 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 shares of Common Stock, then, and in each such event, provision shall be made so that the holders of the Series B Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had such Series B Preferred Stock been converted in full into Common Stock on the date of such event (notwithstanding the conversion limitation set forth in clause (N) below) and had they thereafter, during the period from the date of such event to and including the Conversion Date, retained such securities receivable by them as aforesaid during such period.

(H) Adjustment for Reclassification, Exchange or Substitution. If, at any time on or after the Original Issue Date, the Common Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), the holders of the Series B Preferred Stock shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, as would be received by holders of the number of shares of Common Stock into which such shares of the Series B Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change.

(I) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation at any time on or after the Original Issue Date (each, a “**Transaction**”), each share of Series B Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of such share would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this subsection 5(I) with respect to the rights and interest thereafter of the holders of Series B Preferred Stock, to the end that the provisions set forth in this subsection 5(I) (including provisions with respect to changes in and other adjustments of the Conversion Price applicable to such series) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter issuable upon the conversion of the Series B Preferred Stock. Notwithstanding anything contained herein to the contrary, the Corporation will not effect any Transaction unless, prior to the consummation thereof, the surviving person, if other than the Corporation, shall agree to assume the obligation to deliver to the holders of Series B Preferred Stock such shares of stock or other securities or property to which, in accordance with the foregoing provisions, such holders are entitled.

(J) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price applicable to such series then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that then would be received upon the conversion.

(K) Notice of Record Date. If:

(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation;

(ii) the Corporation shall subdivide or combine its outstanding shares of Common Stock;

(iii) there shall be any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), consolidation or merger of the Corporation into or with another Corporation, sale of all or substantially all of the assets of the Corporation, or involuntary or voluntary dissolution, liquidation or winding up of the Corporation;

then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series B Preferred Stock, and shall cause to be mailed to the holders of Series B Preferred Stock at their last addresses as

shown on the records of the Corporation or such transfer agent, at least seventy-five days prior to the date specified in (a) below, ten days prior to the date specified in (b) below or twenty days before the date specified in (c) below, a notice stating:

(a) the record date of such dividend or distribution, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend or distribution are to be determined,

(b) the record date of such subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such subdivision or combination are to be determined, or

(c) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

(L) No Duplication of Adjustments. If any action or transaction would require adjustment of the Conversion Price pursuant to more than one paragraph of this Section 5, only one adjustment shall be made and such adjustment shall be the amount of adjustment that results in the lowest Conversion Price. Notwithstanding the foregoing, the provisions of this Section 5 shall apply to successive transactions giving rise to any such adjustment.

(M) Reservation and Listing of Shares of Common Stock.

(i) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting conversion of the Series B Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Series B Preferred Stock not theretofore converted. Before taking any action that would cause an adjustment in the Conversion Price such that Common Stock issuable upon the conversion of Series B Preferred Stock would be issued below par value of the Common Stock, the Corporation shall take any corporate action that may, in the opinion of its counsel, be reasonably necessary in order that the Corporation may validly and legally issue fully-paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(ii) The Corporation shall, at its sole cost and expense, in good faith and as expeditiously as possible and prior to such delivery, cause the shares of Common Stock required to be delivered upon conversion of the Series B Preferred Stock to be listed upon each national securities exchange, if any, upon which the outstanding Common Stock is listed at the time of such delivery.

(N) Beneficial Ownership Limitation. Notwithstanding anything to the contrary contained herein, no holder shall be entitled to receive shares of Common Stock or other securities of the Corporation (together with Common Stock, "**Equity Interests**") upon conversion of Series B Preferred Stock to the extent (but only to the extent) that such exercise or receipt would cause such holder's Holder Group to become, directly or indirectly, a "beneficial owner" (within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder from time to time in effect (the "**Exchange Act**")) of a number of Equity Interests of a class that is registered under the Exchange Act which exceeds the Maximum Percentage (as defined below) of the Equity Interests of such class that are outstanding at such time. This limitation on beneficial ownership (a) may be increased, decreased or terminated with respect to any Holder, in such holder's sole discretion, upon 61 days' written notice to the Corporation by such holder and (b) shall terminate automatically on the date that a Redemption Notice is delivered to such holder. Any purported delivery of Equity Interests in connection with the conversion of Series B Preferred Stock prior to the termination of this restriction in accordance herewith shall be void and have no effect to the extent (but only to the extent) that such delivery would result in a Holder Group becoming the beneficial owner of more than the Maximum Percentage of the Equity Interests of a class that is registered under the Exchange Act that is outstanding at such time. If any delivery of Equity Interests owed to a holder following a conversion of Series B Preferred Stock is not made, in whole or in part, as a result of this limitation, the Corporation's obligation to make such delivery shall not be extinguished and the Corporation shall deliver such Equity Interests as promptly as practicable after such holder gives notice to the Corporation that

such delivery would not result in such limitation being triggered or upon termination of the restriction in accordance with the terms hereof. For purposes of this Section 5(O), (i) unless modified by a holder pursuant to the second sentence of this Section 5(O), the term “**Maximum Percentage**” shall mean 4.99%; provided, that if at any time after the date hereof such holder’s Holder Group beneficially owns in excess of 4.99% of any class of Equity Interests in the Corporation that is registered under the Exchange Act (excluding any Equity Interests deemed beneficially owned by virtue of any Series of Preferred Stock and any warrant exercisable for Common Stock), then the Maximum Percentage shall automatically increase to 9.99% so long as such Holder Group owns in excess of 4.99% of such class of Equity Interests (and shall, for the avoidance of doubt, automatically decrease to 4.99% upon such Holder Group ceasing to own in excess of 4.99% of such class of Equity Interests); and (ii) the term “**Holder Group**” shall mean, with respect to each holder, such holder plus any other Person with which such holder is considered to be part of a group under Section 13 of the Exchange Act or with which such holder otherwise files reports under Sections 13 and/or 16 of the Exchange Act. In determining the number of Equity Interests of a particular class outstanding at any point in time, a holder may rely on the number of outstanding Equity Interests of such class as reflected in (x) the Corporation’s most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, as the case may be, (y) a more recent public announcement by the Corporation or (z) a more recent notice by the Corporation or its transfer agent to such holder setting forth the number of Equity Interests of such class then outstanding. For any reason at any time, upon written or oral request of a holder, the Corporation shall, within two days of such request, confirm orally and in writing to such holder the number of Equity Interests of any class then outstanding. The provisions of this Section 5(O) shall be construed, corrected and implemented in a manner so as to effectuate the intended beneficial ownership limitation herein contained.

(O) Antitrust Notification. If any Holder determines, in its sole judgment upon the advice of counsel, that a conversion of any Series B Preferred Stock pursuant to the terms hereof would be subject to the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), the Corporation shall file, within seven days after receiving notice from such Holder of the applicability of the HSR Act and a request to so file, with the United States Federal Trade Commission (the “**FTC**”) and the United States Department of Justice (the “**DOJ**”) the notification and report form and any supplemental information required to be filed by it pursuant to the HSR Act in connection with the conversion of Series B Preferred Stock. Any such notification and report form and supplemental information will be in full compliance with the requirements of the HSR Act. The Corporation will furnish to such Holder promptly (but in no event more than five days) such information and assistance as such Holder may reasonably request in connection with the preparation of any filing or submission required to be filed by such Holder under the HSR Act. The Corporation shall respond promptly after receiving any inquiries or requests for additional information from the FTC or the DOJ (and in no event more than three days after receipt of such inquiry or request). The Corporation shall keep such Holder apprised periodically and at such Holder’s request of the status of any communications with, and any inquiries or requests for additional information from, the FTC or the DOJ. The Corporation shall bear all filing or other fees required to be paid by the Corporation and such Holder (or the “ultimate parent entity” of such Holder, if any) under the HSR Act or any other applicable law in connection with such filings and all costs and expenses (including, without limitation, reasonable attorneys’ fees and expenses) incurred by the Corporation and such Holder in connection with the preparation of such filings and responses to inquiries or requests. In the event that this Section 5(O) is applicable to any conversion of any Series B Preferred Stock, the receipt by the Holder of the Common Stock subject to such exercise shall be subject to the expiration or earlier termination of the waiting period under the HSR Act (with the conversion date being deemed to be the date immediately following the date of such expiration or early termination).

Section 6. Amendment. Without the affirmative consent or vote of the holders of 66.66% of the Series B Preferred Stock outstanding at the time, the Corporation shall not (a) amend, alter, repeal, restate or supplement (in each case, whether by reclassification, merger, consolidation, reorganization or otherwise) this Certificate of Designation in any manner that would adversely affect the holders of the Series B Preferred Stock, (b) authorize or agree to authorize any increase in the number of shares of Series B Preferred Stock or issue any additional shares of Series B Preferred Stock, (c) amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation which would adversely affect any right, preference, privilege or voting power of the Series B Preferred Stock or the holders thereof or (d) agree to take any of the foregoing actions. Notwithstanding the foregoing, no approval or consent is required to increase the number of shares of Series C Non-Convertible Preferred Stock for the purpose of paying the PIK dividends thereon.

Section 7. Impairment. The Corporation shall not amend the Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times act in good faith in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of Series B Preferred Stock against dilution or other impairment, as set forth herein.

Section 8. Redemption. To the extent the Corporation shall have funds legally available therefor, at any time after the fifth anniversary of the Original Issue Date, the Corporation shall have the right to redeem all or any portion of the outstanding shares of Series B Preferred Stock at the Series B Original Issue Price by providing at least seventy five (75) days written notice of such redemption to all holders of the then outstanding shares of Series B Preferred Stock (a "**Redemption Notice**"); provided that if less than all outstanding shares of Series B Preferred Stock are redeemed pursuant to this section, then such portion redeemed must result in proceeds to the holders of Series B Preferred Stock of at least \$1,000,000. For the purposes of clarity, the Corporation may exercise its right to redemption under this Section 8 one or more times. The Redemption Notice shall specify the number of shares of Series B Preferred Stock to be redeemed from the holder of Series B Preferred Stock, the date fixed for redemption (the "**Redemption Date**"), and the time and place of redemption. If the Redemption Notice shall have been given as hereinbefore provided, each holder of Series B Preferred Stock called for redemption shall surrender the certificates evidencing such shares to the Corporation against payment therefor. Any shares of Series B Preferred Stock that are redeemed or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred.

THIRD: The effective date of these Articles of Amendment shall be November 8, 2017.

**CERTIFICATE OF DESIGNATION AND RIGHTS OF
SERIES C NON-CONVERTIBLE PREFERRED STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

Oragenics, Inc., a corporation organized and existing under the laws of the State of Florida (the “**Corporation**”), does hereby certify:

FIRST: That pursuant to authority conferred upon the Board of Directors of the Corporation (the “**Board**”) by the Articles of Incorporation of the Corporation, as amended, the Board adopted the following resolutions on November 3, 2017 pursuant to the Corporation’s Articles of Incorporation, as amended and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing a new series of the Corporation’s previously authorized Preferred Stock, \$0.001 par value per share designated as Series C Non-Convertible Preferred Stock. Shareholder action was not required.

SECOND: The Series C Non-Convertible Preferred Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The shares of such series shall have a par value of \$0.001 per share and shall be designated as “Series C Non-Convertible Preferred Stock” (the “**Series C Preferred Stock**”) and the number of shares constituting such series shall be One Thousand (1,000).

Section 2. Dividends. From and after the Date of Issuance, each issued and outstanding share of Series C Preferred Stock shall entitle the holder of record thereof to receive dividends thereon at the annual rate of twelve percent (12%) (the “**Initial Rate**”) of its Stated Value (as defined in Section 4(B)), payable by issuing additional shares of Series A Preferred Stock within thirty days after the end of each calendar year pro-rata for partial years. The Initial Rate shall be subject to increase to twenty percent (20%) automatically after May 10, 2019. The holders of Series C Preferred Stock shall not be entitled to any dividends other than the dividends provided for in this Section 2.

Section 3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series C Preferred Stock shall have no voting rights.

Section 4. Liquidation.

(A) The Series C Preferred Stock shall rank senior to Common Stock, Series A Preferred Stock, Series B Preferred Stock and to all other equity securities issued by the Corporation from time to time (the “**Junior Securities**”) as to rights upon liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily.

(B) Upon liquidation, dissolution or winding up of the Corporation (any such event, a “**Liquidation**”), whether voluntary or involuntary, each holder of shares of Series C Preferred Stock shall be entitled to receive, in preference to the holders of Junior Securities, an amount of cash equal to the product of (i) the sum of (a) the number of shares of Series C Preferred Stock then held by such holder plus (b) the number of shares of Series C Preferred Stock issuable to such holder in connection with any accrued but unpaid dividends, multiplied by (ii) the Stated Value per share of Series C Preferred Stock (the “**Series C Liquidation Amount**”) and no distributions or payments shall be made in respect of any Junior Securities unless all Series C Liquidation Amounts, if any, are first paid in full. The “**Stated Value**” shall mean \$33,847.9874 per share.

(C) If upon any such liquidation, dissolution or winding up of the Corporation, there are not sufficient assets available to permit the payment in full of the Series C Liquidation Amount, then such remaining assets shall be distributed ratably to the holders of Series C Preferred Stock. After payment of the full amount of the liquidating distribution to which any holder of Series C Preferred Stock is entitled pursuant to Section 4(B), the holder of such share or shares shall not be entitled to any further participation in any distribution of assets of the Corporation.

Section 5. Amendment. Without the affirmative consent or vote of the holders of a majority of the Series C Preferred Stock outstanding at the time, the Corporation shall not (a) amend, alter, repeal, restate or supplement (in each case, whether by reclassification, merger, consolidation, reorganization or otherwise) this Certificate of Designation in any manner that would adversely affect the holders of the Series C Preferred Stock, (b) authorize or agree to authorize any increase in the number of shares of Series C Preferred Stock or issue any additional shares of Series C Preferred Stock, (c) amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation which would adversely affect any right, preference, or privilege of the Series C Preferred Stock or the holders thereof or (d) agree to take any of the foregoing actions.

Section 6. Impairment. The Corporation shall not amend the Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times act in good faith in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of Series C Preferred Stock against dilution or other impairment, as set forth herein.

Section 7. Redemption. To the extent the Corporation shall have funds legally available therefor, at any time after November 8, 2017, the Corporation shall have the right to redeem all or any portion of the outstanding shares of Series C Preferred Stock at the Stated Value by providing at least thirty (30) days written notice of such redemption to all holders of the then outstanding shares of Series C Preferred Stock (a "**Redemption Notice**"). For the purposes of clarity, the Corporation may exercise its right to redemption under this Section 7 one or more times. The Redemption Notice shall specify the number of shares of Series C Preferred Stock to be redeemed from the holders of Series C Preferred Stock, the date fixed for redemption (the "**Redemption Date**"), and the time and place of redemption. If the Redemption Notice shall have been given as hereinbefore provided, each holder of Series C Preferred Stock called for redemption shall surrender the certificates evidencing such shares to the Corporation against payment therefor. Any shares of Series C Preferred Stock that are redeemed or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred.

Section 8. No Conversion Rights. The shares of Series C Preferred Stock do not have any conversion rights and are not convertible into or exchangeable for any other property or securities of the Corporation.

THIRD: The effective date of these Articles of Amendment shall be November 8, 2017.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Articles of Amendment this 3rd day of November, 2017.

ORAGENICS, INC.

/s/ Alan Joslyn

Alan Joslyn

President and Chief Executive Officer

[Signature Page to Articles of Amendment to Articles of Incorporation]

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORAGENICS, INC.**

**AMENDED AND RESTATED CERTIFICATE OF DESIGNATION AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

Oragenics, Inc., a corporation organized and existing under the laws of the State of Florida (the “**Corporation**”), does hereby certify:

FIRST: The Corporation filed an Articles of Amendment to Articles of Incorporation on May 8, 2017 which contained a Certificate of Designation and Rights of Series A Convertible designated as Series A Preferred Stock (the “**Original Series A Certificate of Designation**”).

SECOND: The Corporation desires to amend and restate the Original Series A Certificate of Designation.

THIRD: That pursuant to authority conferred upon the Board of Directors of the Corporation (the “**Board**”) by the Articles of Incorporation of the Corporation, as amended, the Board adopted resolutions on November 3, 2017 pursuant to the Corporation’s Articles of Incorporation, as amended and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing this Amendment. Shareholder action was not required.

FOURTH: The Original Series A Certificate of Designation is hereby amended and restated in its entirety and, as so amended and restated, the Series A Preferred Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The shares of such series shall have a par value of \$0.001 per share and shall be designated as “Series A Convertible Preferred Stock” (the “**Series A Preferred Stock**”) and the number of shares constituting such series shall be Twelve Million (12,000,000).

Section 2. Dividends. Except for stock dividends or distributions for which adjustments are to be made pursuant to Section 5, holders of Series A Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends on shares of Series A Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the common stock of the Corporation, par value \$.001 per share (the “**Common Stock**”) when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Series A Preferred Stock.

Section 3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series A Preferred Stock shall have no voting rights.

Section 4. Liquidation.

(A) The Series A Preferred Stock shall rank (i) on par with the Common Stock as to dividend rights and (ii) senior to the Common Stock as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily.

(B) Upon liquidation, dissolution or winding up of the Corporation (any such event, a “**Liquidation**”), whether voluntary or involuntary, each holder of shares of Series A Preferred Stock shall be entitled to receive, in preference to the holders of Common Stock, an amount of cash equal to the greater of (i) the product of the number of shares of Series A Preferred Stock then held by such holder, multiplied by the Original Issue Price; and (ii) the amount that would be payable to such holder in the Liquidation in respect of Common Stock issuable upon conversion of such shares of Series A Preferred Stock if all outstanding shares of Series A Preferred Stock were converted into Common Stock immediately prior to the Liquidation (disregarding for this purpose any and all limitations of any kind on such conversion).

Section 5. Conversion.

(A) Conversion Rights. Subject to and upon compliance with the provisions of this Section 5, 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 and surrendering the Series A Preferred Stock to be converted. Such surrender shall be made in the manner provided in paragraph (B) of this Section 5. The “**Series A Original Issue Price**” shall mean \$0.25 per share. The “**Series A Conversion Price**” with respect to shares of Series A Preferred Stock will initially be equal to the Series A Original Issue Price (as defined above), subject to adjustment as described below.

(B) Manner of Conversion.

(i) In order to exercise the conversion right, the holder of each share of Series A Preferred Stock to be converted shall surrender to the Corporation the certificate representing such share, duly endorsed or assigned to the Corporation or in blank, accompanied by written notice to the Corporation that the holder thereof elects to convert such Series A Preferred Stock. Unless the shares of Common Stock issuable on conversion are to be issued in the same name as the name in which such Series A Preferred Stock is registered, each share of Series A Preferred Stock surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder or such holder’s duly authorized attorney and an amount sufficient to pay any transfer or similar tax that the Corporation is not required to pay pursuant to Section 5(D) hereof (or evidence reasonably satisfactory to the Corporation demonstrating that such taxes have been paid).

(ii) As promptly as practicable after the surrender of certificates of Series A Preferred Stock as aforesaid, and in any event within three (3) days thereafter, the Corporation shall issue and shall deliver at such office to such holder, or to such other location as such holder may direct, (x) a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such Series A Preferred Stock in accordance with the provisions of this Section 5, (y) if less than the full number of shares of Series A Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted and (z) payment of all amounts to which such holder is entitled pursuant to paragraph (C) of this Section 5.

(iii) Each conversion shall be deemed to have been effected immediately prior to the close of business on the date on which certificates for the Series A Preferred Stock have been surrendered and such notice received by the Corporation as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby at such time on such date, and such conversion shall be at the Conversion Price in effect at such time on such date unless the stock transfer books of the Corporation shall be closed on that date, in which event such conversion shall have been deemed to have been effected and such person or persons shall be deemed to have become the holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Price in effect on the date on which such shares shall have been surrendered and such notice received by the Corporation.

(C) Fractional Shares. No fractional shares or scrip representing fractions of shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. As to any fraction of a share which the Holder

would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Market Price on the date of conversion or round up to the next whole share. "Market Price" means, with respect to the Common Stock, on any given day, the closing sale price or, if no closing sale price is reported, the last reported sale price of the shares of the Common Stock on the New York Stock Exchange on such date. If the Common Stock is not traded on the New York Stock Exchange on any date of determination, the Market Price of the Common Stock on such date of determination means the closing sale price as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or, if no closing sale price is reported, the last reported sale price on the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or if the Common Stock is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price for the Common Stock in the over-the-counter market as reported by the OTC Markets Group or similar organization, or, if that bid price is not available, the market price of the Common Stock on that date as determined by a nationally recognized independent investment banking firm retained by the Corporation for this purpose.

(D) Transfer Taxes Upon Conversion. The Corporation shall pay any and all issuance and other taxes that may be payable in respect of any issuance or delivery of Common Stock upon conversion of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax that 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 Series A Preferred Stock so converted shall have been registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance shall have paid to the Corporation the amount of any such tax or shall have established, to the reasonable satisfaction of the Corporation, that such tax had been paid.

(E) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time after May 10, 2017 (the "**Original Issue Date**") effect a subdivision of the outstanding Common Stock, the Conversion Price shall be proportionately decreased. If the Corporation shall at any time on or after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(F) Adjustment for Certain Dividends and Distributions. If the Corporation at any time on or after the 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 additional shares of Common Stock, the Conversion Price 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 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;

provided, however, if such record date shall have been fixed and such dividend shall not be fully paid or if such distribution shall not be fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection (F) as of the time of actual payment of such dividends or distributions.

(G) Provisions for Other Dividends and Distributions. If the Corporation at any time on or after the Original Issue Date shall make or issue to holders of Common Stock, 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 shares of Common Stock, then, and in each such event, provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had such Series A Preferred Stock been converted in full into Common Stock on the date of such event (notwithstanding the conversion limitation set forth in clause (N) below) and had they thereafter, during the period from the date of such event to and including the Conversion Date, retained such securities receivable by them as aforesaid during such period.

(H) Adjustment for Reclassification, Exchange or Substitution. If, at any time on or after the Original Issue Date, the Common Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), the holders of the Series A Preferred Stock shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, as would be received by holders of the number of shares of Common Stock into which such shares of the Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change.

(I) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation at any time on or after the Original Issue Date (each, a “**Transaction**”), each share of Series A Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of such share would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this subsection 5(I) with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this subsection 5(I) (including provisions with respect to changes in and other adjustments of the Conversion Price applicable to such series) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter issuable upon the conversion of the Series A Preferred Stock. Notwithstanding anything contained herein to the contrary, the Corporation will not effect any Transaction unless, prior to the consummation thereof, the surviving person, if other than the Corporation, shall agree to assume the obligation to deliver to the holders of Series A Preferred Stock such shares of stock or other securities or property to which, in accordance with the foregoing provisions, such holders are entitled.

(J) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price, the Corporation at its expense shall promptly 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 and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price applicable to such series then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that then would be received upon the conversion.

(K) Notice of Record Date. If:

(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation;

(ii) the Corporation shall subdivide or combine its outstanding shares of Common Stock;

(iii) there shall be any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), consolidation or merger of the Corporation into or with another Corporation, sale of all or substantially all of the assets of the Corporation, or involuntary or voluntary dissolution, liquidation or winding up of the Corporation;

then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series A Preferred Stock, and shall cause to be mailed to the holders of Series A Preferred Stock at their last addresses as

shown on the records of the Corporation or such transfer agent, at least seventy-five days prior to the date specified in (a) below, ten days prior to the date specified in (b) below or twenty days before the date specified in (c) below, a notice stating:

(a) the record date of such dividend or distribution, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend or distribution are to be determined,

(b) the record date of such subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such subdivision or combination are to be determined, or

(c) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

(L) No Duplication of Adjustments. If any action or transaction would require adjustment of the Conversion Price pursuant to more than one paragraph of this Section 5, only one adjustment shall be made and such adjustment shall be the amount of adjustment that results in the lowest Conversion Price. Notwithstanding the foregoing, the provisions of this Section 5 shall apply to successive transactions giving rise to any such adjustment.

(M) Reservation and Listing of Shares of Common Stock.

(i) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting conversion of the Series A Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Series A Preferred Stock not theretofore converted. Before taking any action that would cause an adjustment in the Conversion Price such that Common Stock issuable upon the conversion of Series A Preferred Stock would be issued below par value of the Common Stock, the Corporation shall take any corporate action that may, in the opinion of its counsel, be reasonably necessary in order that the Corporation may validly and legally issue fully-paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(ii) The Corporation shall, at its sole cost and expense, in good faith and as expeditiously as possible and prior to such delivery, cause the shares of Common Stock required to be delivered upon conversion of the Series A Preferred Stock to be listed upon each national securities exchange, if any, upon which the outstanding Common Stock is listed at the time of such delivery.

(N) Beneficial Ownership Limitation. Notwithstanding anything to the contrary contained herein, no holder shall be entitled to receive shares of Common Stock or other securities of the Corporation (together with Common Stock, "**Equity Interests**") upon conversion of Series A Preferred Stock to the extent (but only to the extent) that such exercise or receipt would cause such holder's Holder Group to become, directly or indirectly, a "beneficial owner" (within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder from time to time in effect (the "**Exchange Act**")) of a number of Equity Interests of a class that is registered under the Exchange Act which exceeds the Maximum Percentage (as defined below) of the Equity Interests of such class that are outstanding at such time. This limitation on beneficial ownership (a) may be increased, decreased or terminated with respect to any Holder, in such holder's sole discretion, upon 61 days' written notice to the Corporation by such holder and (b) shall terminate automatically on the date that a Redemption Notice is delivered to such holder. Any purported delivery of Equity Interests in connection with the conversion of Series A Preferred Stock prior to the termination of this restriction in accordance herewith shall be void and have no effect to the extent (but only to the extent) that such delivery would result in a Holder Group becoming the beneficial owner of more than the Maximum Percentage of the Equity Interests of a class that is registered under the Exchange Act that is outstanding at such time. If any delivery of Equity Interests owed to a holder following a conversion of Series A Preferred Stock is not made, in whole or in part, as a result of this limitation, the Corporation's obligation to make such delivery shall not be extinguished and the Corporation shall deliver such Equity Interests as promptly as practicable after such holder gives notice to the Corporation that such delivery would not result in such limitation being triggered or upon termination of the restriction in accordance

with the terms hereof. For purposes of this Section 5(O), (i) unless modified by a holder pursuant to the second sentence of this Section 5(O), the term “**Maximum Percentage**” shall mean 4.99%; provided, that if at any time after the date hereof such holder’s Holder Group beneficially owns in excess of 4.99% of any class of Equity Interests in the Corporation that is registered under the Exchange Act (excluding any Equity Interests deemed beneficially owned by virtue of any Series of Preferred Stock and any warrant exercisable for Common Stock), then the Maximum Percentage shall automatically increase to 9.99% so long as such Holder Group owns in excess of 4.99% of such class of Equity Interests (and shall, for the avoidance of doubt, automatically decrease to 4.99% upon such Holder Group ceasing to own in excess of 4.99% of such class of Equity Interests); and (ii) the term “**Holder Group**” shall mean, with respect to each holder, such holder plus any other Person with which such holder is considered to be part of a group under Section 13 of the Exchange Act or with which such holder otherwise files reports under Sections 13 and/or 16 of the Exchange Act. In determining the number of Equity Interests of a particular class outstanding at any point in time, a holder may rely on the number of outstanding Equity Interests of such class as reflected in (x) the Corporation’s most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, as the case may be, (y) a more recent public announcement by the Corporation or (z) a more recent notice by the Corporation or its transfer agent to such holder setting forth the number of Equity Interests of such class then outstanding. For any reason at any time, upon written or oral request of a holder, the Corporation shall, within two days of such request, confirm orally and in writing to such holder the number of Equity Interests of any class then outstanding. The provisions of this Section 5(O) shall be construed, corrected and implemented in a manner so as to effectuate the intended beneficial ownership limitation herein contained.

(O) Antitrust Notification. If any Holder determines, in its sole judgment upon the advice of counsel, that a conversion of any Series A Preferred Stock pursuant to the terms hereof would be subject to the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), the Corporation shall file, within seven days after receiving notice from such Holder of the applicability of the HSR Act and a request to so file, with the United States Federal Trade Commission (the “**FTC**”) and the United States Department of Justice (the “**DOJ**”) the notification and report form and any supplemental information required to be filed by it pursuant to the HSR Act in connection with the conversion of Series A Preferred Stock. Any such notification and report form and supplemental information will be in full compliance with the requirements of the HSR Act. The Corporation will furnish to such Holder promptly (but in no event more than five days) such information and assistance as such Holder may reasonably request in connection with the preparation of any filing or submission required to be filed by such Holder under the HSR Act. The Corporation shall respond promptly after receiving any inquiries or requests for additional information from the FTC or the DOJ (and in no event more than three days after receipt of such inquiry or request). The Corporation shall keep such Holder apprised periodically and at such Holder’s request of the status of any communications with, and any inquiries or requests for additional information from, the FTC or the DOJ. The Corporation shall bear all filing or other fees required to be paid by the Corporation and such Holder (or the “ultimate parent entity” of such Holder, if any) under the HSR Act or any other applicable law in connection with such filings and all costs and expenses (including, without limitation, reasonable attorneys’ fees and expenses) incurred by the Corporation and such Holder in connection with the preparation of such filings and responses to inquiries or requests. In the event that this Section 5(O) is applicable to any conversion of any Series A Preferred Stock, the receipt by the Holder of the Common Stock subject to such exercise shall be subject to the expiration or earlier termination of the waiting period under the HSR Act (with the conversion date being deemed to be the date immediately following the date of such expiration or early termination).

Section 6. Amendment. Without the affirmative consent or vote of the holders of a majority of the Series A Preferred Stock outstanding at the time, the Corporation shall not (a) amend, alter, repeal, restate or supplement (in each case, whether by reclassification, merger, consolidation, reorganization or otherwise) this Certificate of Designation in any manner that would adversely affect the holders of the Series A Preferred Stock, (b) authorize or agree to authorize any increase in the number of shares of Series A Preferred Stock or issue any additional shares of Series A Preferred Stock, (c) amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation which would adversely affect any right, preference, privilege or voting power of the Series A Preferred Stock or the holders thereof or (d) agree to take any of the foregoing actions.

Section 7. Impairment. The Corporation shall not amend the Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other

voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times act in good faith in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of Series A Preferred Stock against dilution or other impairment, as set forth herein.

Section 8. Redemption. To the extent the Corporation shall have funds legally available therefor, at any time after the fifth anniversary of the Original Issue Date, the Corporation shall have the right to redeem all or any portion of the outstanding shares of Series A Preferred Stock at the Series A Original Issue Price by providing at least seventy five (75) days written notice of such redemption to all holders of the then outstanding shares of Series A Preferred Stock (a "**Redemption Notice**"); provided that if less than all outstanding shares of Series A Preferred Stock are redeemed pursuant to this section, then such portion redeemed must result in proceeds to the holders of Series A Preferred Stock of at least \$1,000,000. For the purposes of clarity, the Corporation may exercise its right to redemption under this Section 8 one or more times. The Redemption Notice shall specify the number of shares of Series A Preferred Stock to be redeemed from the Series A Holders, the date fixed for redemption (the "**Redemption Date**"), and the time and place of redemption. If the Redemption Notice shall have been given as hereinbefore provided, each holder of Series A Preferred Stock called for redemption shall surrender the certificates evidencing such shares to the Corporation against payment therefor. Any shares of Series A Preferred Stock that are redeemed or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred.

THIRD: The effective date of these Articles of Amendment shall be November 8, 2017.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Articles of Amendment this 6th day of November, 2017.

ORAGENICS, INC.

/s/ Alan Joslyn

Alan Joslyn

President and Chief Executive Officer

[Signature Page to Articles of Amendment to Articles of Incorporation]

**ARTICLES OF CORRECTION
FOR
ORAGENICS, INC.
(Document Number P9600091949)**

Pursuant to the provisions of Section 607.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct the Articles of Amendment to Articles of Incorporation of Oragenics, Inc. (the “**Corporation**”) Certificate of Designation and Rights of Series C Non-Convertible Preferred Stock (the “**Series C Certificate of Designation**”) filed with the Department of State on November 7, 2017.

The following incorrect statement was entered under **SECOND**, Section 2 of the Series C Certificate of Designation of the Corporation:

The annual dividend rate was incorrectly described to be payable by issuing additional shares of Series A Preferred Stock and it should provide that the annual dividend rate shall be payable by issuing additional shares of Series C Preferred Stock.

The following correction is made under **SECOND**, Section 2 of the Series C Certificate of Designation of the Corporation:

The annual dividend rate shall be payable by issuing additional shares of Series C Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Correction to be signed in its name and on its behalf on this 8th day of November 2017.

ORAGENICS, INC.

/s/ Alan Joslyn

Alan Joslyn

President and Chief Executive Officer

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

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009, September 22, 2010, August 30, 2011, June 2, 2014, January 10, 2017, May 8, 2017 and November 8, 2017 are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on November 14, 2017 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on December 1, 2017 by written consent without a meeting and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 500,000,000 shares, consisting of (i) 450,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 50,000,000 shares of preferred stock, no par value ("Preferred Stock")."

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 29th day of December 2017.

/s/ Alan Joslyn

Alan Joslyn, President

**SECOND AMENDMENT TO
AMENDED AND RESTATED
ORAGENICS, INC.
2012 EQUITY INCENTIVE PLAN**

This Second Amendment to the Amended and Restated 2012 Equity Incentive Plan (the “Plan”) is made pursuant to Section 12 of the Plan.

Recitals:

WHEREAS, the Plan was originally adopted by the Company on August 6, 2012 and approved by the shareholders on October 23, 2012;

WHEREAS, a First Amendment to the Plan was adopted by the Company and approved by the shareholders on May 4, 2017 to increase the authorized shares available under the Plan from 4,000,000 to 5,500,000; and

WHEREAS, the Board of Directors believes it would be in the best interest of the Company and its shareholders to increase the authorized shares available under the Plan from 5,500,000 to 7,500,000.

NOW THEREFORE, Section 4 titled “SHARES SUBJECT TO PLAN” is hereby amended as follows:

The reference to “5,500,000” is replaced with “7,500,000”, to reflect an increase in the shares reserved for use under the Plan.

All other terms and conditions of the Plan not otherwise modified hereby shall remain in full force and effect. The Amendment was approved by the Board of Directors on November 14, 2017 and approved by the Company’s shareholders through written consent on December 1, 2017.