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60

*[Handwritten signature]*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 987987 4304756

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : September 3, 2021

ORDER TIME : 10:58 AM

ORDER NO. : 987987-005

CUSTOMER NO: 4304756

FOREIGN FILINGS

NAME: EMENDOBIO INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT# 61594

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EmendoBio Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sarita J. Shoulla

Name of Person

Morgan, Lewis & Bockius LLP

Firm/Company

One Federal Street

Address

Boston, MA 02110-1726

City/State and Zip code

sarita.shoulla@morganlewis.com ✓

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sarita J. Shoulla

at ( 617 ) 341-7524

Name of Person

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee.  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. EmendoBio Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co." or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 18, 2015 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)
6. June 1, 2021  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 201 S Biscayne Blvd., Miami, FL 33131  
(Principal office street address)
- \_\_\_\_\_  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee . Florida 32301  
(City) (Zip code)

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SECRETARY OF STATE  
TALLAHASSEE, FL

**9. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: \_\_\_\_\_

*Eylima Bahar*  
Assistant Vice President

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

**A. DIRECTORS**

☐ Chairman Name: David Baram

☐ Vice Chairman Address: 201 S. Biscayne Blvd.

☒ Director Miami, FL 33131

☒ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☒ Secretary \_\_\_\_\_ ☒ Treasurer \_\_\_\_\_

Chief Executive

☒ Other Officer \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Todd Wider

☐ Vice Chairman Address: 201 S. Biscayne Blvd.

☒ Director Miami, FL 33131

☐ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

Chief Medical

☒ Other Officer \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Masami Yuhara

☐ Vice Chairman Address: 201 S. Biscayne Blvd.

☒ Director Miami, FL 33131

☐ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Ei Yamada

☐ Vice Chairman Address: 201 S. Biscayne Blvd.

☒ Director Miami, FL 33131

☐ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_

☐ Vice Chairman Address: \_\_\_\_\_

☐ Director \_\_\_\_\_

☐ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_

☐ Vice Chairman Address: \_\_\_\_\_

☐ Director \_\_\_\_\_


☐ President \_\_\_\_\_

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

**Important Notice:** Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Todd Wilder, CMO and Director  
(Typed or printed name and capacity of person signing application)

# Delaware

The First State

Page 1


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMENDOBIO INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF SEPTEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMENDOBIO INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



  
Jeffrey W. Bullock, Secretary of State

5911489 8300

SR# 20213161867

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204080979

Date: 09-03-21