

Division of Corporations

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**F15000001283**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
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Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**Reshape Medical, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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*umd 3/27* 3/26/2015

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Reshape Medical, 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:

Alysun Turner

\_\_\_\_\_  
Name of Person

Stradling Yocca Carlson & Rauth

\_\_\_\_\_  
Firm/Company

660 Newport Center Drive, Ste 1600

\_\_\_\_\_  
Address

Newport Beach, CA 92660

\_\_\_\_\_  
City/State and Zip code

aturner@sycr.com

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

For further information concerning this matter, please call:

Alysun Turner

at ( 949 ) 725-4217

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- \$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.**

15 MAR 26 AM 11:06  
RECEIVED  
STATE OF FLORIDA  
CORPORATION

1. Reshape Medical, 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

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. 08/22/2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 3/25/2015

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 Calle Iglesia, San Clemente, CA 92672

(Principal office address)

100 Calle Iglesia, San Clemente, CA 92672

(Current mailing address)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

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.*

C T Corporation System

Tristan Emrich, Asst. Secretary

By: \_\_\_\_\_  
(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.

15 MAR 26 AM 11:06  
STATE DEPARTMENT OF REVENUE  
TALLAHASSEE FLORIDA

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached addendum

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached addendum

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 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. Richard Thompson, President

(Typed or printed name and capacity of person signing application)

**Names and business addresses of officers and/or directors:**

**A. DIRECTORS**

**Chairman: Kenneth A. Charhut**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Director: Jeani Delagardelle**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Director: John Lehmann, M.D.**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Director: David Milne**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Director: Casey Tansey**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Director: Richard Thompson**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**B. OFFICERS**

**President: Richard Thompson**  
**Address: 100 Calle Iglesia**  
**San Clemente, CA 92672**

**Secretary: Bruce Feuchter**  
**Address: 660 Newport Center Drive, Suite 1600**  
**Newport Beach, CA 92660**

15 MAR 26 AM 11:06  
APPROPRIATE STATE  
ATTORNEY GENERAL OFFICE

# Delaware

The First State

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SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE  
111 KING STREET, FLOOR 10A  
DOVER, DELAWARE 19901

15 MAR 26 AM 11:06

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESHAPE MEDICAL, 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 TWENTY-SIXTH DAY OF MARCH, A.D. 2015.

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

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

4019205 8300

150416628



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

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2238869

DATE: 03-26-15