

Division of Corporations

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F15000001418

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM
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: _____

FILED
15 APR -2 AM 11:18
TALLAHASSEE, FLORIDA

15 APR -2 PM 2:43
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION
Intercept Pharmaceuticals, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: INTERCEPT PHARMACEUTICALS, 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:

Scott Kopperud

Name of Person
Intercept Pharmaceuticals Inc.
Firm/Company
450 West 15th Street, Suite 505
Address
New York, NY 10011-9998
City/State and Zip code
scott.kopperud@interceptpharma.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Kopperud	at (858) 382-1925
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.

1. INTERCEPT PHARMACEUTICALS, 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. 22-3868459
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/04/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/02/2016
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 450 W. 15th Street, Suite 505 New York, NY 10011
(Principal office address)

450 W. 15th Street, Suite 505 New York, NY 10011
(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)

FILED
15 APR -2 AM 11:18
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
By: Jordan Brown Jordan Brown, Assistant Secretary
(Registered agent's signature) CT Corporation System

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

A. DIRECTORS

Chairman: Jonathan Silverstein

Address: Orbimed Advisors LLC 601 Lexington Ave, 54th Flr. New York, NY 10022

Vice Chairman: Srinivas Akkaraju

Address: Sofinnova Ventures 3000 Sand Hill Road 4-250 Menlo Park, CA 94025

Director: Sanj K. Patel

Address: Synageva BioPharma Corp. 33 Hayden Ave Lexington, MA 02421

Director: Glenn Sblendorio

Address: The Medicines Company 8 Sylvan Way Parsippany, NJ 07054

B. OFFICERS

President: Mark Pruzanski

Address: 421 Hudson St #212

New York NY 10014

Vice President: David Shapiro

Address: 5110 Via Avante, Rancho Santa Fe, CA 92067

PO Box 8530

Secretary: Rachel McMinn

Address: 245 10th Ave, 8B, New York, NY 10001

Treasurer: Barbara Duncan

Address: 42 Lakeshore Drive, Eastchester, NY 10709

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. David Shapiro, CMO, Exec. VP Development

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERCEPT PHARMACEUTICALS, 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-EIGHTH DAY OF JANUARY, A.D. 2015.

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

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

3565213 8300

150108168

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2074319

DATE: 01-28-15