

M18000001926

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

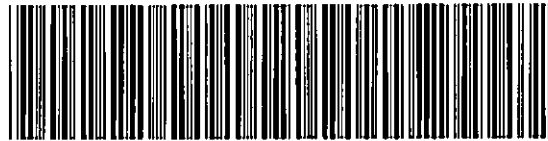
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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18 FEB 23 AM 9:39
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. WARREN

FEB 26 2018

*File 2nd

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

ACCOUNT NO. : I20000000195

REFERENCE : 082878 4716524

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.0

ORDER DATE : February 23, 2018

ORDER TIME : 3:11 PM

ORDER NO. : 082878-030

CUSTOMER NO: 4716524

FOREIGN FILINGS

NAME: VALENT BIOSCIENCES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Valent Biosciences LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Edmund Baumgartner
Name of Person

Valent U.S.A. LLC
Firm/Company

1600 Riviera Avenue, Suite 200
Address

Walnut Creek, CA 94596
City/State and Zip Code

ted.baumgartner@valent.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edmund Baumgartner at (846) 968-4747
Name of Contact Person Area Code Daytime Telephone Number

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

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Valent Biosciences LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 36-4334458 (FEI number, if applicable)

4. Upon filing
(Date first transacted business in Florida, if prior to registration)
 (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 870 Technology Way (Street Address of Principal Office) 6. 870 Technology Way (Mailing Address)
Libertyville, IL 60048 Libertyville, IL 60048

7. 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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Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Zoe Deutsch
Asst Secretary
 Corporation Service Company
 By: [Signature] (Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Member</u>	<u>Valent U.S.A. LLC</u> <u>1600 Riviera Avenue, Suite 200</u> <u>Walnut Creek, CA 94596</u>		

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

[Signature]
Signature of authorized person

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Andrew Lee
Typed or printed name of signer

Valent Biosciences LLC

Member:	Valent U.S.A. LLC	1600 Riviera Avenue, Suite 200, Walnut Creek, CA 94596
Managers:	Chairman	Rei Nishimoto 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan 00104-8260
	President & CEO	Andrew Lee 1600 Riviera Ave., Ste 200, Walnut Creek, CA 94596
		Theodore Melnik 870 Technology Way, Libertyville, IL 60048
		Hiroyoshi Mukai 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan 00104-8260
		Keiichi Sakata 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan 00104-8260
		Kimitoshi Umeda 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan 00104-8260
		Masanori Uzawa 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan 00104-8260

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TALLAHASSEE, FLORIDA

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER WHICH MERGES:

"VALENT BIOSCIENCES CORPORATION", AN ILLINOIS CORPORATION, WITH AND INTO "VALENT BIOSCIENCES LLC" UNDER THE NAME OF "VALENT BIOSCIENCES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 2017, AT 1:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2017 AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT




Jeffrey W. Bullock, Secretary of State

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SR# 20181277990

Authentication: 202202509
Date: 02-23-18

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


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*HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS
OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.*




Jeffrey W. Butts, Secretary of State

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SR# 20181277990

Authentication: 202202509
Date: 02-23-18

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