

M25000006228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

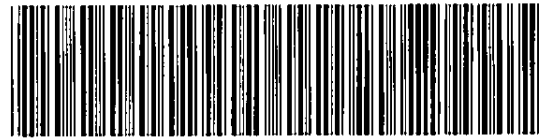
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W25-56134

Office Use Only



500448534015

APPROVED
AND
FILED
2025 APR 23 PM 12:42
CLERK OF SUPERIOR COURT
JANUARY 1, 2025

RECEIVED
2025 APR 23 AM 11:20
TAX DIVISION - ECP-DA

APR 30 2025

K. Brumbley



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 23, 2025

CSC

RESUBMIT
Please give original
submission date as file date

SUBJECT: NEUROCRINE SWITZERLAND GMBH LIMITED LIABILITY
COMPANY
Ref. Number: W25000056134

We have received your document for NEUROCRINE SWITZERLAND GMBH LIMITED LIABILITY COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

We need a translated version of the certificate from Switzerland along with the original.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

KYLE D BRUMBLEY
Regulatory Specialist II Supervisor

Letter Number: 525A00008718

2025 APR 30 PM 3:28

END



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext: x62969
Date: 04/22/25
Order #: 1936606-1
Re: Neurocrine Switzerland GmbH Limited Liability Company
Processing Method: Routine

TO WHOM IT MAY CONCERN:

A handwritten signature in black ink, appearing to read "Amanda Miller", is written over the "TO WHOM IT MAY CONCERN:" line.

Enclosed please find:

Application for Certificate of Authority

Amount to be deducted from our State Account: \$125.00 - FL State Account Number:
120000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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. Neurocrine Switzerland GmbH Limited Liability Company

(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.")

Switzerland

2. (Jurisdiction under the law of which foreign limited liability company is organized)

3. (FEI number, if applicable)

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

Industriestase 7, Liestal, Switzerland

Hegenheimermattweg 167a, Allschwil, Switzer

5. (Street Address of Principal Office)

6. (Mailing Address)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

2025 APR 23 PM 12:42
FILED
AND
APPROVED

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.

Corporation Service Company

By:

(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: **Name and Address:**
☒ Manager Name: Julie Boverie
☐ Member Address: Hegenheimermattweg 167A,
☐ Authorized 4123 Allschwil, Switzerland
Person
☐ Other ☐ Other

☒ Manager Name: Darin Lippoldt
☐ Member Address: Hegenheimermattweg 167A,
☐ Authorized 4123 Allschwil, Switzerland
Person
☐ Other ☐ Other

☐ Manager Name:
☐ Member Address:
☐ Authorized
Person
☐ Other ☐ Other

Title or Capacity: **Name and Address:**
☒ Manager Name: Matthew Abernethy
☐ Member Address: Hegenheimermattweg 167A,
☐ Authorized 4123 Allschwil, Switzerland
Person
☐ Other ☐ Other

☐ Manager Name:
☐ Member Address:
☐ Authorized
Person
☐ Other ☐ Other

☐ Manager Name:
☐ Member Address:
☐ Authorized
Person
☐ 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.

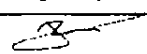
9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must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

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.

Signed by:

Signature of an authorized person
Julie Boverie

Typed or printed name of signee


Signer Name: Julie Boverie
Signing Reason: I approve this document
Signing Time: 16-Apr-2025 | 2:49:59 AM PDT



Kyle Brumbley
Regulatory Specialist II Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee
Florida 32314

29. April 2025

Subject: Neurocrine Switzerland GmbH Limited Liability Company
Ref Number: W25000056134

Dear Mr. Brumbley,

Following your request in your letter number 525A00008718 of April 23rd, 2025, please find bellow the translation of the sections of the certificate from Switzerland that are not in English in the original.

You can also find attached your letter, which includes the original certificate.

Ent	Ca	Purpose	Ent	Ca	Additional addresses
1		The purpose of the company is the acquisition, holding, management, development, protection, marketing, and disposal of intellectual property rights, as well as the discovery, development, and marketing of pharmaceutical products. The company may acquire, hold, manage, and sell participations in companies of all kinds in Switzerland and abroad. The company may also conduct all transactions and enter into all agreements that are suitable for serving the purpose of the company or the interests of its affiliated companies, or that are directly or indirectly related thereto. The company may participate in, acquire, establish, or merge with other companies. The company may grant loans and other financing to its direct and indirect parent companies, as well as to their direct and indirect subsidiaries, and may provide all types of security for the liabilities of such companies, including by means of liens on or fiduciary transfers of the company's assets or guarantees of any kind, whether for consideration or not. The company may establish branches and subsidiaries in Switzerland and abroad, as well as acquire, encumber, hold, manage, lease and sell real estate.			

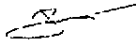
neurocrine.com

Ent	Ca	Remarks	Ref	Additional addresses
1		All formal communications from the Company to the shareholders shall be made electronically or by letter to the contact details recorded in the share register or by publication in the Swiss Official Gazette of Commerce.	1	14.08.2023
1	2	According to the statement of August 14, 2023, the limited audit was waived.		

Ref	Mo	Ca	Personal details	Role	Signing authority
1			Neurocrine Biosciences Inc., in Wilmington (US)	LLC member	
1			Abernethy, Matthew, US Citizen, in Encinitas (US)	chairperson of the management board	
1			Boverie, Julie, Belgian Citizen, in Marlow (GB)	member of the management board	
1			Lippoldt, Darin, US Citizen, in Rancho Santa Fe (US)	member of the management board	
1			Hattemer, Sandro, von Solothurn, in Zug		Individual signing authority
2			Ernst & Young AG (CHE105.932.265), in Basel	auditor	

Best regards,

Signed by:



Julie Boverie

Member of the



Signer Name: Julie Boverie

Signing Reason: I approve this document

Signing Time: 05 Apr 2025 | 5:50:48 AM PDT

AA5D963EEBF54A38AD24287FF2874F3F

Attachment: your letter 525A00008718 of April 23rd, 2025, including the original certificate.

Commercial register of canton Basel-Landschaft



Company No.	Legal form	Registered	Struck off	Transfer CH-280.4.028.822-1 from: to:	1
CHE-288.406.862	Limited liability company	24.08.2023			



All data

Ent	Ca	Registered name	Ref	Registered office
1		Neurocrine Switzerland GmbH	1	Liestal

Ref	LLC members' capital	Ent	Mo	Ca	LLC membership interests	LLC members (cf. Personal details)	Ent	Ca	Registered address
1	CHF 20'000.00	1			20'000 x CHF 1.00	Neurocrine Biosciences Inc.	1		c/o TRETOR AG Industriestrasse 7 4410 Liestal

Ent	Ca	Purpose	Ent	Ca	Additional addresses
1		Der Zweck der Gesellschaft ist der Erwerb, das Halten, das Verwalten, die Entwicklung, der Schutz, die Vermarktung und das Veräussern von Immaterialgüterrechten sowie die Entdeckung, Entwicklung und Vermarktung von pharmazeutischen Produkten. Die Gesellschaft kann Beteiligungen an Gesellschaften aller Art in der Schweiz und im Ausland erwerben, halten, verwalten und veräussern. Die Gesellschaft kann ausserdem alle Geschäfte tätigen und Vereinbarungen eingehen, welche geeignet sind, dem Zweck der Gesellschaft oder den Interessen der ihr verbundenen Gesellschaften zu dienen oder welche direkt oder indirekt damit in Zusammenhang stehen. Die Gesellschaft kann sich an anderen Unternehmen beteiligen, Unternehmen erwerben, errichten oder sich mit solchen zusammenschliessen. Die Gesellschaft kann ihren direkten und indirekten Muttergesellschaften sowie deren und ihren direkten und indirekten Tochtergesellschaften Darlehen und andere Finanzierungen gewähren und für Verbindlichkeiten von solchen Gesellschaften Sicherheiten aller Art stellen, einschliesslich mittels Pfandrechten an oder fiduziarischen Übereignungen von Aktiven der Gesellschaft oder Garantien jedwelcher Art, ob gegen Entgelt oder nicht. Die Gesellschaft kann in der Schweiz und im Ausland Zweigniederlassungen und Tochtergesellschaften errichten sowie Grundstücke erwerben, belasten, halten, verwalten, vermieten und veräussern.			

Ent	Ca	Remarks	Ref	Date of the articles of association
1		Alle formellen Mitteilungen der Gesellschaft an die Gesellschafter erfolgen elektronisch oder durch Brief an die im Anteilbuch verzeichneten Kontaktangaben oder mittels Publikation im Schweizerischen Handelsamtsblatt.	1	14.08.2023
1	2	Gemäss-Erklärung vom 14.08.2023 wurde auf die eingeschränkte Revision verzichtet.		

Ent	Ca	Particular events	Ref	Official publication medium
			1	SHAB

Ref	Journal No.	Journal date	SOGC	SOGC date	Page / Id	Ref	Journal No.	Journal date	SOGC	SOGC date	Page / Id
1	4563	24.08.2023	166	29.08.2023	1005825855						
2	1981	02.04.2025	67	07.04.2025	1006301962						

Ent	Mo	Ca	Personal details	Role	Signing authority
1			Neurocrine Biosciences Inc., in Wilmington (US)	LLC member	
1			Abernethy, Matthew, amerikanischer Staatsangehöriger, in Encinitas (US)	chairperson of the management board	individual signing authority
1			Boverie, Julie, belgische Staatsangehörige, in Marlow (GB)	member of the management board	individual signing authority
1			Lippoldt, Darin, amerikanischer Staatsangehöriger, in Rancho Santa Fe (US)	member of the management board	individual signing authority
1			Haltemer, Sandro, von Solothurn, in Zug		individual signing authority
2			Einst & Young AG (CHE-105.932.265), in Basel	auditor	

Commercial register of canton Basel-Landschaft



CHE-288.406.862.	Neurocrine Switzerland GmbH	Liestal	2
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All data

List of abbreviations	
Ent	Entry reference number
Mo	Modification reference number
Ca	Cancellation reference number
Journal date	Daily register entry date
SOGC	Swiss Official Gazette of Commerce
Ref	Reference number
Journal No.	Daily register number
Journal date	Daily register entry date