F 11000001742

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.

(((H11000093068 3)))

RESUBMIT
Please give original submission date to the state.

H11000093068ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1515

RECEIVED
11 APR 21 AM 11:49
DIVISION OF CORPORATIONS

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
SEMLER SCIENTIFIC, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	$70.00

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

736636-20 J. SANDERS APR 22 2011

April 11, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

,

SUBJECT: SEMLER SCIENTIFIC, INC.
REF: W11000020287

RESUBMIT
Please give original submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000093068
Letter Number: 711A00008679

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. Semler Scientific, 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. Oregon
(State or country under the law of which it is incorporated)

3. 26-1367393
(FEI number, if applicable)

4. August 9, 2007
(Date of incorporation)

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

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

7. C/O Dr. Herbert Semler, 2330 N.W. Everett Street, Portland, OR 97210
(Principal office address)

C/O Dr. Herbert Semler, 2330 N.W. Everett Street, Portland, OR 97210
(Current mailing address)

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Device sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. 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)

10. **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: _____ **Matthew Young Asst. V. Pres.**
(Registered agent's signature)

11. 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.

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

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

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.

13. _____
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.

14. Dr. Herbert J. Semler Chief Executive Officer
(Typed or printed name and capacity of person signing application)

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers and Directors for Semler Scientific, Inc.

Herbert J. Semler, M.D. Chairman, President, and Chief Executive Officer
387 Elsie Avenue
San Leandro, CA 94577

Shirley Semler Director
387 Elsie Avenue
San Leandro, CA 94577

Doug Murphy – Chutorian, M.D. Director and Chief Administrative Officer
387 Elsie Avenue
San Leandro, CA 94577

Eric Semler Director
387 Elsie Avenue
San Leandro, CA 94577

Robert G. McRae Chief Operating Officer
387 Elsie Avenue
San Leandro, CA 94577

Dennis Rosenberg Chief Marketing Officer
387 Elsie Avenue
San Leandro, CA 94577

Daniel E. Conger Controller
387 Elsie Avenue
San Leandro, CA 94577

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Semler Scientific, Inc.		
Document Name: Board of Directors	Number: I A 1	

Board of Directors

Name	Position with the Company
Herbert J. Semler, M.D.	Chairman, President and Chief Executive Officer
Shirley Semler	Director
Doug Murphy-Chutorian	Director and Chief Administrative Officer
Eric Semler	Director

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Herbert J. Semler, M.D. – Dr. Semler has successfully developed, manufactured, and marketed products for three cardiovascular companies. Several of the products have changed the way cardiology is practiced worldwide. These companies have been characterized by their integrity and professional expertise, achieving market leadership in their respective sectors with excellent customer satisfaction. As a Board certified cardiologist, Dr. Semler holds multiple patents and patent applications for cardiovascular products. He pioneered Holter monitoring, telemedicine, cardiac telemetry, pace maker surveillance, cardiac event monitoring, including the "King of Hearts" device. He invented the first femoral vascular hemostatic device that has been used on over fifteen million patients.

Dr. Semler has had a distinguished career in medicine including the following accomplishments. He has served as Professor of Cardiology at Oregon Health Sciences University (OHSU) where he founded and funded The Dr. Herbert and Shirley Semler Cardiovascular Institute. He is a Fellow of the American College of Cardiology, American College of Physicians, Society of Cardiac Interventions and Angiography, and the American Heart Association. He has published over 90 articles in the field of cardiovascular medicine.

Shirley Semler –

Doug Murphy-Chutorian – Dr. Murphy-Chutorian has had a broad, diverse career experience in healthcare over the past 30 years, stretching from clinician, academician, inventor, entrepreneur, CEO, Chairman of Board, and consultant to financial firms. Since April 15, 2005, he has been Managing Director of Select Healthcare Capital, LLC, fund manager of two sector-specific hedge funds, Select Healthcare Fund, LP and Pharmaceutical/Medical Technology Fund, LP and Healthcare StreetWire, an investment advisory product associated with Schwab & Co.

Dr. Murphy-Chutorian is a named inventor on more than 30 patents, and has guided more than 50 products through various regulatory approval processes. His business career has included extensive involvement in all facets of the medical industry from financial, R&D, manufacturing, marketing and sales, regulatory, reimbursement, and clinical trials. His healthcare breadth of experience includes all of the major sectors: medical devices, health services, pharmaceuticals, biotechnology and managed care. He received his B.A. and M.D. from Columbia University. He completed his Internal Medicine residency at New York University/Bellevue Medical Center and his fellowship in Cardiology at Stanford University Medical Center. He has served as a faculty member in interventional cardiology at both Stanford and Montefiore Medical Center.

Eric Semler –

Semler Scientific, Inc.		
Document Name: Management	Number: I A 3	

Semler Scientific, Inc.

Senior Managers

Name	Position with the Company
Herbert J. Semler, M.D.	President and Chief Executive Officer
Doug Murphy-Chutorian, M.D.	Chief Administrative Officer
Robert G. McRae	Chief Operating Officer
Dennis Rosenberg	Chief Marketing Officer
Daniel E. Conger	Controller

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Herbert J. Semler, M.D. – Dr. Semler has successfully developed, manufactured, and marketed products for three cardiovascular companies. Several of the products have changed the way cardiology is practiced worldwide. These companies have been characterized by their integrity and professional expertise, achieving market leadership in their respective sectors with excellent customer satisfaction. As a Board certified cardiologist, Dr. Semler holds multiple patents and patent applications for cardiovascular products. He pioneered Holter monitoring, telemedicine, cardiac telemetry, pace maker surveillance, cardiac event monitoring, including the "King of Hearts" device. He invented the first femoral vascular hemostatic device that has been used on over fifteen million patients.

Dr. Semler has had a distinguished career in medicine including the following accomplishments. He has served as Professor of Cardiology at Oregon Health Sciences University (OHSU) where he founded and funded The Dr. Herbert and Shirley Semler Cardiovascular Institute. He is a Fellow of the American College of Cardiology, American College of Physicians, Society of Cardiac Interventions and Angiography, and the American Heart Association. He has published over 90 articles in the field of cardiovascular medicine.

Doug Murphy-Chutorian – Dr. Murphy-Chutorian has had a broad, diverse career experience in healthcare over the past 30 years, stretching from clinician, academician, inventor, entrepreneur, CEO, Chairman of Board, and consultant to financial firms. Since April 15, 2005, he has been Managing Director of Select Healthcare Capital, LLC, fund manager of two sector-specific hedge funds, Select Healthcare Fund, LP and Pharmaceutical/Medical Technology Fund, LP and Healthcare StreetWire, an investment advisory product associated with Schwab & Co.

Dr. Murphy-Chutorian is a named inventor on more than 30 patents, and has guided more than 50 products through various regulatory approval processes. His business career has included extensive involvement in all facets of the medical industry from financial, R&D, manufacturing, marketing and sales, regulatory, reimbursement, and clinical trials. His healthcare breadth of experience includes all of the major sectors: medical devices, health services, pharmaceuticals, biotechnology and managed care. He received his B.A. and M.D. from Columbia University. He completed his Internal Medicine residency at New York University/Bellevue Medical Center and his fellowship in Cardiology at Stanford University Medical Center. He has served as a faculty member in interventional cardiology at both Stanford and Montefiore Medical Center.

Semler Scientific, Inc.		
Document Name: Management	Number: I A 3	

Robert G. McRae – Mr. McRae is a seasoned executive experienced in medical industry specifically growing early stage companies. He has demonstrated capabilities in building teams and infrastructure from start-up to growing public company. Mr. McRae was recently VP, Research and Business Development for Bacchus Vascular (see below) where he established a culture of accountability and professional excellence, instituted a strong focus of specification methods, test method development and improved product quality. He defined product development pipeline and budget, provided design controls and enhanced the customer support functions. He participated post-acquisition in many aspects of Bacchus integration into Covidien. Previously, he was VP, Manufacturing and Business Development at VNUS Medical Technologies promoted from various positions in the company over eight years. VNUS went from start-up to public company and ultimately was acquired by Covidien as well.

Dennis Rosenberg – Mr. Rosenberg is a senior level executive with over 25 years experience in medical device and consumer products marketing, advertising and sales. He has an extensive background in medical product commercialization, medical practice development, procedure adoption, internet marketing and website development. Most recently, Mr. Rosenberg served for three years as VP, Marketing at Bacchus Vascular, Inc., a privately-held medical device company, which was acquired by Covidien in March, 2009. Subsequent to that acquisition, he served on the Covidien transition team for 15 months. Prior to that, he spent three years as VP, Marketing and International Sales at VNUS Medical Technologies, Inc., a previously publicly-traded medical device company which was also acquired by Covidien in 2009. Previously, he was a co-founder and VP, Marketing & Sales for three medical start-up companies: Eclipse Surgical Technologies, Inc (went public), Atlantis Catheter Company (sold to Biocompatibles which was then acquired by Abbott) and MD DataDirect, Inc.

Daniel E. Conger – Mr. Conger came to the Company in October 2010 from Covidien, Inc. where he was the Plant Controller for the San Jose plant. He has 10 years of accounting experience in progressively more responsible positions for internal finance of both public and private companies. He has been working in the medical device and start-up biotechnology industries since 2006, and has experience designing internal control systems, implementing such systems, and running finance in a business centered manner. He received an MBA – Accounting Option from California State University East Bay in June 2010, and has a bachelor's degree in Business Administration from Humboldt State University which he received in May of 2001.

FILED
2011 APR -8 AM 10: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

SEMLER SCIENTIFIC, INC.
was
incorporated
under the Oregon
Business Corporation Act
on
August 9, 2007
and is active on the records of the Corporation Division as of the date of this certificate.

FILED
2011 APR -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

KATE BROWN, Secretary of State

By Debra L. Virag

Debra L. Virag
April 7, 2011