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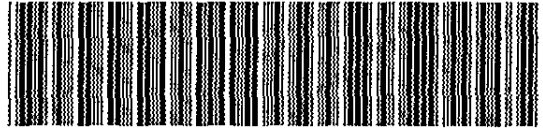
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Scripps Research Institute, a California nonprofit benefit  
(Name of Corporation - must include suffix) corporation doing business in  
Florida as Scripps Florida, Inc. *W03-34460*

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Douglas Bingham

(Name of Person)

The Scripps Research Institute

(Firm/Company)

10550 North Torrey Pines Road, Mail Drop TPC-8

(Address)

La Jolla, CA 92037

(City/State and Zip Code)

For further information concerning this matter, please call:

Carol A. Licko, Esq.

(Name of Person)

at ( 305 ) 459-6500

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration 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



**FLORIDA DEPARTMENT OF STATE**

Glenda E. Hood  
Secretary of State

November 18, 2003

DOUGLAS BINGHAM  
THE SCRIPPS RESEARCH INSTITUTE, INC.  
10550 N. TORREY PINES RD., MAIL DROP TPC  
LA JOLLA, CA 92037

SUBJECT: THE SCRIPPS RESEARCH INSTITUTE, INC.  
Ref. Number: W03000034460

We have received your document for THE SCRIPPS RESEARCH INSTITUTE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

This information must be included as part of your application; we cannot accept "see California Register" as an answer. If there is not enough space in line 8 for this information, you may include the information as an attachment to your application.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 503A00062598

**THE SCRIPPS RESEARCH INSTITUTE**

**FILED**

**OFFICER'S CERTIFICATE**

04 JAN 12 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

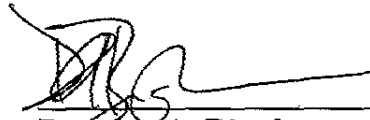
I, Douglas A. Bingham, am the Secretary of The Scripps Research Institute, a California nonprofit public benefit corporation ("TSRI"), and I hereby certify as follows:

(1) The Resolution of the Board of Trustees of TSRI (the "Board") attached as Exhibit A hereto (the "Resolution"), was duly and validly adopted by the Board at a meeting of the Board on January 9, 2003.

(2) The Florida Department of State, Division of Corporations, may rely on the Resolution and this Certificate in issuing TSRI a certificate of authority to conduct business in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the 9<sup>th</sup> day of January, 2004.

On behalf of The Scripps Research Institute



Douglas A. Bingham  
Secretary

## **EXHIBIT A**

### **RESOLUTION:**

#### **AUTHORITY TO ESTABLISH AND OPERATE FLORIDA OPERATIONS AS BUSINESS DIVISION CALLED "SCRIPPS FLORIDA" AND TO UNDERTAKE CERTAIN ACTIVITIES CONCERNING THE SAME**

WHEREAS, in order to commence operation in Florida as contemplated by the Enabling Statute, TSRI must register in Florida as a foreign non-profit corporation (and may do so under the alternate corporate name "Scripps Florida"), and must establish a business location within the State of Florida.

NOW THEREFORE BE IT RESOLVED, that the Board hereby authorizes and approves the establishment and operation of Scripps Florida as a division of TSRI, the registration of TSRI in Florida as a foreign non-profit corporation operating as Scripps Florida, and the registration in Florida of the "Scripps Florida" name and mark (collectively, the "Mark"); and

BE IT RESOLVED FURTHER, that the Board hereby approves, authorizes and directs the Designated Persons to take, or cause to be taken, such further actions for, in the name of, and on behalf of TSRI, as he may deem necessary and/or appropriate to register in Florida as a foreign non-profit corporation doing business as Scripps Florida and to protect the Mark (including the preparation of any required collateral documents, instruments, applications, permits, licenses and the like), as contemplated by the Enabling Statute and to ratify and approve all actions heretofore taken by the Designated Persons in connection with such registration of TSRI to act as Scripps Florida and protection of the Mark; and

BE IT RESOLVED FURTHER, that the Board hereby approves, authorizes and directs each Designated Officer to take, or cause to be taken, such further actions for, in the name of, and on behalf of TSRI, as he may deem necessary and/or appropriate, to register TSRI as a foreign non-profit corporation doing business in Florida as Scripps Florida and to protect the Mark including, but not limited to the execution, delivery, and/or filing of any required collateral documents, instruments, applications, permits, licenses and the like), on material terms substantially similar to those hereby approved, and consistent with the requirements of the Enabling Statute; and

BE IT RESOLVED FURTHER, that the Board hereby approves, authorizes and directs the Designated Persons to commence start-up activities of Scripps Florida in Florida, including, without limitation, obtaining the necessary permits, licenses and insurance coverages, arranging for appropriate facilities for operations, and organizing the administrative aspects necessary to meet the purposes of TSRI's operations in Florida; and

BE IT RESOLVED FURTHER, that the Board hereby approves, authorizes and directs each Designated Officer to take, or cause to be taken, such further actions for, in the name of, and on behalf of TSRI, as he may deem necessary and/or appropriate, to effect the purposes of this resolution.

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA

FILED

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO: 29  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Scripps Research Institute, a California nonprofit public benefit corporation  
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import  
in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at  
present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.) d/b/a Scripps Florida, Inc.

2. California 3. 33-0435954  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 19, 1990 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon completion  
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)

7. 10550 North Torrey Pines Road, La Jolla, CA 92037  
(Principal office address)  
10550 North Torrey Pines Road, La Jolla, CA 92037  
(Current mailing address)

8. See California Register as shown on attached sheet  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Carol A. Licko, Esq.

Office Address: Hogan & Hartson, LLP, 1111 Brickell Avenue, Suite 1900

Miami, Florida 33131  
(City) (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.*

Carol A. Licko  
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: The Hon. Alice D. Sullivan (Ret.)

Address: The Scripps Research Institute  
10550 North Torrey Pines Road, La Jolla, CA 92037

Vice Chairman: None

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

Secretary:

~~XXXXXX~~ Douglas Bingham

Address: The Scripps Research Institute  
10550 North Torrey Pines Road, La Jolla, CA 92037

Treasurer:

~~XXXXXX~~ Arnold LaGuardia

Address: The Scripps Research Institute  
10550 North Torrey Pines Road, La Jolla, CA 92037

B. OFFICERS

President: Richard A. Lerner, M.D.

Address: The Scripps Research Institute  
10550 North Torrey Pines Road, La Jolla, CA 92037

Executive

Vice President: Arnold LaGuardia

Address: The Scripps Research Institute  
10550 North Torrey Pines Road, La Jolla, CA 92037

Exec. VP:

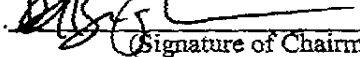
~~XXXXXX~~ Douglas Bingham

Address: The Scripps Research Institute 10550 North Torrey Pines Road, La Jolla, CA 92037

Senior VP: Donna Weston

~~XXXXXX~~ Address: The Scripps Research Institute 10550 North Torrey Pines Road, La Jolla, CA 92037

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

13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas Bingham, Executive Vice President and General Counsel and Secretary  
(Typed or printed name and capacity of person signing application)

## ADDENDUM TO THE APPLICATION

12. Names and addresses of additional directors:

### **A. DIRECTORS (continued)**

Warren Beatty  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Vincent E. Benstead  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Mrs. William McCormick Blair, Jr.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Herbert Boyer, Ph.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Thomas E.K. Cerruti, Esq.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Gary N. Coburn  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Gerald Cohn  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

George H. Conrades  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037



Rod Dammeyer  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

John G. Davies, Esq.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Thomas E. Dewey, Jr.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Charles C. Edwards, M.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Richard J. Elkus, Jr.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Jane E. Henney, M.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Paul L. Herrling, Ph.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Lawrence C. Horowitz, M.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Thomas H. Insley  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Janet R. Kellogg  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Richard A. Lerner, M.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Frank Lowy AC  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Claudia S. Luttrell  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

James R. Mellor  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

John J. Moores  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Mervin G. Morris  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

The Hon. Lynn Schenk  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

John R. Seffrin, Ph.D.  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Ralph J. Shapiro  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

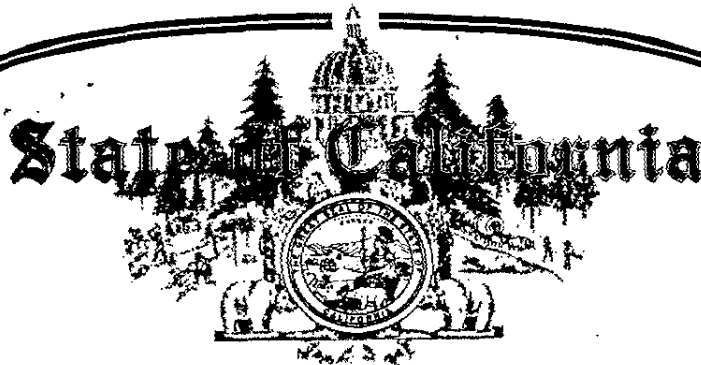
Chris D. Van Gorder  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Donna Weston  
The Scripps Research Institute  
10550 North Torrey Pines Road  
La Jolla, CA 92037

**Continuation of Paragraph 8**

8. The specific purposes of this corporation are:

1. to conduct scientific research programs, including without limitation, basic scientific research, clinical research, and biomedical, biological and biochemistry research;
2. to conduct educational training programs for scientists, including post-doctoral fellows;
3. to maintain a regular faculty and curriculum, and a regularly enrolled body of students in attendance on its premises, engaged in a program of formal instruction leading to the conferral by this corporation of the doctorate degree;
4. to provide or assist in providing medical or hospital care or services to patients on its premises or in its facilities, on an inpatient or outpatient basis, as an integral part of its medical education or medical research programs;
5. to perform and undertake other related charitable or educational activities and functions as may be proper and in the furtherance of the above-stated purposes;
6. to do everything and anything necessary, expedient, appropriate or incidental in connection with fulfilling the above-stated purposes; and
7. to exercise all rights, powers, and actions as are permissible for a corporation in connection with carrying out its above-stated purposes.



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **19TH** day of **OCTOBER**, 1990, **THE SCRIPPS RESEARCH INSTITUTE** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

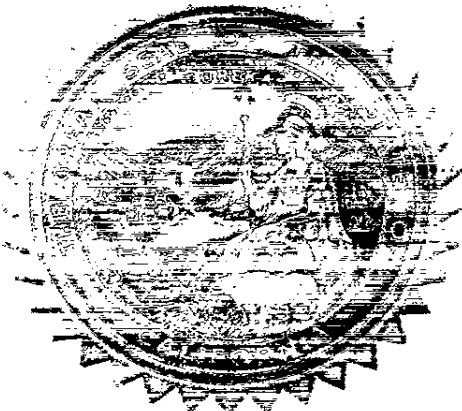
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of November 5, 2003.



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State