

F09000000066

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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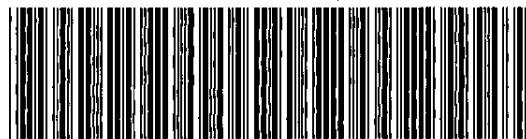
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100139205731

01/06/09--01001--003 **17465.00

01/08/09--01001--005 **935.00

RECEIVED
09 JAN -5 PM 1:43
THE FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 JAN -7 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W09-300



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2009

CSC

SUBJECT: OMNICELL, INC.
Ref. Number: W09000000300

We have received your document for OMNICELL, INC. and your check(s) totaling \$17465.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$18,400.00.

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

Letter Number: 709A00000230



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 510949 7608874

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 1, 2008

ORDER TIME : 10:35 AM

ORDER NO. : 510949-055

CUSTOMER NO: 7608874

FOREIGN FILINGS

NAME: OMNICELL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: _____

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09 JAN - 7 10:37
FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Omnnicell, 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

(State or country under the law of which it is incorporated)

3. 94-3166458

(FEI number, if applicable)

4. April 14, 2000

(Date of incorporation)

5. Perpetual

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

6. January 01, 1994

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

7. 1201 Charleston Road, Mountain View, CA 94043

(Principal office address)

1201 Charleston Road, Mountain View, CA 94043

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized.

8. _____
(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)

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TALLAHASSEE, FLORIDA

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: Kelli Shorte

(Registered agent's signature)

Kelli Shorte, Assistant Vice President

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 officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

Secretary:

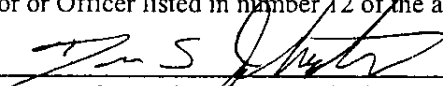
Address:

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 listed in number 12 of the application)

14. Dan S. Johnston, Corporate Secretary 
(Typed or printed name and capacity of person signing application)

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**Officers/Directors Rider
Omnicell, Inc.**

Officers

Randall A. Lipps
Chairman, President and CEO
1201 Charleston Road
Mountain View, CA 94043

Robin G. Seim
CFO and VP, Finance
1201 Charleston Road
Mountain View, CA 94043

J. Christopher Drew
Senior Vice President, Operations
1201 Charleston Road
Mountain View, CA 94043

Dan S. Johnston
Corporate Secretary, VP and General Counsel
1201 Charleston Road
Mountain View, CA 94043

Renee M. Luhr
VP, Sales
1201 Charleston Road
Mountain View, CA 94043

John G. Choma
VP, O.D., Employee Learning and Performance
1201 Charleston Road
Mountain View, CA 94043

Directors

Randall A. Lipps
Chairman of the Board
1201 Charleston Road
Mountain View, CA 94043

Mary E. Foley
Director
1201 Charleston Road
Mountain View, CA 94043

James T. Judson
Director
1201 Charleston Road
Mountain View, CA 94043

Randy D. Lindholm
Director
1201 Charleston Road
Mountain View, CA 94043

Gary S. Petersmeyer
Director
1201 Charleston Road
Mountain View, CA 94043

Donald C. Wegmiller
Director
1201 Charleston Road
Mountain View, CA 94043

Sara J. White
Director
1201 Charleston Road
Mountain View, CA 94043

Joseph E. Whitters
Director
1201 Charleston Road
Mountain View, CA 94043

William H. Younger, Jr.
Director
1201 Charleston Road
Mountain View, CA 94043

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNICELL, 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 FOURTEENTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OMNICELL, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF APRIL, A.D. 2000.

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

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

3213344 8300

081033257

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6907986

DATE: 10-14-08

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TALLAHASSEE, FLORIDA