

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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## To:

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

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000025  
Phone : (850) 222-1092  
Fax Number : (850) 878-5388

**\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FOREIGN PROFIT/NONPROFIT CORPORATION

TearScience, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MRD9/28

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** TearScience, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nicole K. Wicker, Vice President of Finance

Name of Person

TearScience, Inc.

Firm/Company

5151 McCrimmon Parkway, Suite 150

Address

Morrisville, NC 27560

City/State and Zip code

nwicker@tearscience.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole K. Wicker

at (919) 459-4805

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

**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. TearScience, 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. 20-3043933

(FEI number, if applicable)

4. June 21, 2005

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 5151 McCrimmon Parkway, Suite 250 Morrisville, NC 27560

(Principal office address)

5151 McCrimmon Parkway, Suite 250 Morrisville, NC 27560

(Current mailing address)

8. Sales of Medical Device and Activators

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.*

CT Corporation System

By: Ternell Kearney

Ternell Kearney Asst. Secretary

(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.

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SECRETARY OF STATE

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

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A. DIRECTORS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Chairman: Timothy R. Willis, President and Chief Executive Officer

Address: 5151 McCrimmon Parkway, Suite 250 Morrisville, NC 27560

Vice Chairman: \_\_\_\_\_

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

Director: See attached list of Directors

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: Timothy R. Willis, President and Chief Executive Officer

Address: 5151 McCrimmon Parkway, Suite 250 Morrisville, NC 27560

Vice President: See attached list of Officers

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

Secretary: Jay Hachigian

Address: Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP 610 Lincoln Street, Waltham, MA 02451

Treasurer: Nicole K. Wicker, Vice President of Finance and Treasurer

Address: 5151 McCrimmon Parkway, Suite 250 Morrisville, NC 27560

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. Timothy R. Willis, President and Chief Executive Officer

(Typed or printed name and capacity of person signing application)

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**TearScience Board of Directors**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Timothy Willis  
TearScience, Inc.  
1101G Aviation Parkway  
Morrisville, NC 27560
2. James Largent  
10190 Overhill Drive  
Santa Anna, CA
3. Sam Nickerson  
Investors Growth Capital  
45 Rockefeller Plaza  
New York, NY 10111-0219
4. Immanuel Thangaraj  
Essex Woodlands Health Ventures  
335 Bryant Street  
Palo Alto, CA 94301
5. Matt Reike  
Quaker BioVentures Capital  
Cira Center  
2929 Arch Street  
Philadelphia, PA 19104
6. Dan Cole  
Spray Venture Partners  
Boston, MA
7. Joe Mandato  
DeNovo Management  
400 Hamilton Avenue  
Suite 300  
Palo Alto, CA 94301
8. Dr. Donald Korb  
10 Brimmer Street  
Boston, MA 02116
9. John Simon  
General Catalyst  
20 University Road  
Suite 450  
Cambridge, MA 02138

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**TearScience, Inc.  
5151 McCrimmon Parkway, Suite 150  
Morrisville, NC 27560**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**Officers**

1. Timothy K. Willis, President and CEO
2. Diethart Reichardt, Senior Vice President European Region
3. Nicole Wicker, Vice President Finance
4. Steve Grenon, Vice President Research & Development
5. Christy Stevens, Vice President Clinical and Regulatory
6. Brian Regan, Vice President Marketing & Market Development
7. Jeff O'Hara, Vice President North American Sales

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEARSCIENCE, 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 TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2011.

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

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

3984622 8300

111044581

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9055665

DATE: 09-27-11