

F12000001060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

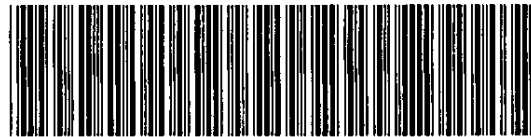
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/13/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Theravance, 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:

Bradford Shafer

Name of Person

Theravance, Inc.

Firm/Company

901 Gateway Boulevard

Address

South San Francisco, CA 94080

City/State and Zip code

THRX_Accounting@theravance.com

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

For further information concerning this matter, please call:

Bradford Shafer

at (650) 808-6000

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. Theravance, 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. 94-3265960

(FEI number, if applicable)

4. 11/19/1996

(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. 901 Gateway Boulevard, South San Francisco, CA 94080

(Principal office address)

same as above

(Current mailing address)

8. Prescription Drug Distribution

(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: C T 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.

Janet Gerkin

Special 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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Rick E Winningham

Address: 901 Gateway Boulevard
South San Francisco, CA 94080

Vice Chairman: Burton G. Malkiel

Address: 901 Gateway Boulevard
South San Francisco, CA 94080

Director: Henrietta Holsman Fore

Address: 901 Gateway Boulevard
South San Francisco, CA 94080

Director: Robert V. Gunderson, Jr.

Address: 901 Gateway Boulevard
South San Francisco, CA 94080

B. OFFICERS

President: Rick E Winningham

Address: 901 Gateway Boulevard
South San Francisco, CA 94080

Vice President: _____

Address: _____

Secretary: Bradford J. Shafer

Address: 901 Gateway Boulevard, South San Francisco, CA 94080

Treasurer: Michael W. Aguiar

Address: 901 Gateway Boulevard, South San Francisco, CA 94080

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. Bradford J. Shafer, SVP & Secretary

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

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TALLAHASSEE, FLORIDA

Arnold J. Levine, Director
901 Gateway Boulevard
South San Francisco, CA 94080

Peter S. Ringrose, Director
901 Gateway Boulevard
South San Francisco, CA 94080

William H. Waltrip, Director
901 Gateway Boulevard
South San Francisco, CA 94080

George M. Whitesides, Director
901 Gateway Boulevard
South San Francisco, CA 94080

William D. Young, Director
901 Gateway Boulevard
South San Francisco, CA 94080

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TALLAHASSEE, FLORIDA

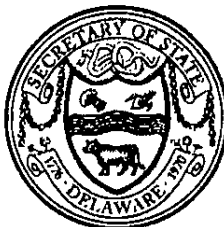
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERAVANCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2012.

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TALLAHASSEE, FLORIDA

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9373554

DATE: 02-17-12