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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 : FCA0000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****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
Ironwood Pharmaceuticals, Inc.

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

RECEIVED
12 APR 30 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
12 APR 30 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD 5/1/12

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Corporate Filing Menu

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ironwood Pharmaceuticals, 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:

Name of Person

Firm/Company

Address

City/State and Zip code

jzabala@ironwoodpharma.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at (_____) _____

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. Ironwood Pharmaceuticals, 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. 04-3404176

(FBI number, if applicable)

4. 01/05/1998

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 301 Binney Street, Cambridge, MA 02142

(Principal office address)

same

(Current mailing address)

8. Pharmaceutical Research and Development and any other lawful purpose

(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, Florida 33324

(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.

CT Corporation System

By: Lauren H. Kretz

(Registered agent's signature)

Lauren H. Kretz
Special Assistant
Secretary

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

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Halley Gilbert
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. Halley E. Gilbert, Vice President
(Typed or printed name and capacity of person signing application)

Attachment

FILED

IRONWOOD PHARMACEUTICALS, INC
301 Binney Street
Cambridge, Massachusetts 02142

12 APR 30 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS

Bryan E. Roberts, Chairman – 301 Binney Street, Cambridge, MA 02142

George H. Conrades – 301 Binney Street, Cambridge, MA 02142

Joseph C. Cook, Jr. – 301 Binney Street, Cambridge, MA 02142

David A. Ebersman – 301 Binney Street, Cambridge, MA 02142

Marsha H. Fanucci – 301 Binney Street, Cambridge, MA 02142

Peter M. Hecht – 301 Binney Street, Cambridge, MA 02142

Terrance G. McGuire – 301 Binney Street, Cambridge, MA 02142

David E. Shaw – 301 Binney Street, Cambridge, MA 02142

Christopher T. Walsh – 301 Binney Street, Cambridge, MA 02142

OFFICERS

Peter M. Hecht, Ph.D., President – 301 Binney Street, Cambridge, MA 02142

Michael J. Higgins, Secretary and Treasurer – 301 Binney Street, Cambridge, MA 02142

Halley E. Gilbert, Vice President and Assistant Secretary – 301 Binney Street, Cambridge, MA 02142

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRONWOOD PHARMACEUTICALS, 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 APRIL, A.D. 2012.

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.



2831075 8300

120484419

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9535742

DATE: 04-27-12