

F/2000002678

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

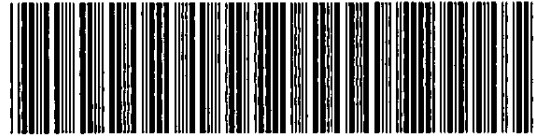
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K 06/27/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Tornier, 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:

Kevin M. Klenz

Name of Person

Tornier, Inc.

Firm/Company

7701 France Avenue South, Suite 600

Address

Edina, MN 55435

City/State and Zip code

achase-boylan@tornier.com

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

For further information concerning this matter, please call:

Amy Chase-Boylan

at (952) 426-7655

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. Tornier, 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. 76-0500032

(FEI number, if applicable)

4. September 16, 1992

(Date of incorporation)

5. Perpetual

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

6. January of 2012

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

7. 7701 France Avenue South, Suite 600, Edina, MN 55435

(Principal office address)

7701 France Avenue South, Suite 600, Edina, MN 55435

(Current mailing address)

8. Sales of Medical Devices

(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.

C T Corporation System

By: Michele Miller

Michele Miller
Assistant 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.

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

A. DIRECTORS

Chairman: Douglas W. Kohrs

Address: 7701 France Avenue South, Suite 600
Edina, MN 55435

Vice Chairman: _____

Address: _____

Director: Carmen L. Diersen

Address: 7701 France Avenue South, Suite 600
Edina, MN 55435

Director: Kevin M. Klemz

Address: 7701 France Avenue, Suite 600
Edina, MN 55435

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ALLAN, JOSEPH M. CORDA

B. OFFICERS

President: Douglas W. Kohrs

Address: 7701 France Avenue South, Suite 600
Edina, MN 55435

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

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. Kevin M. Klemz

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

Executive Officers of Tornier, Inc.

Douglas W. Kohrs, President, Chief Executive Officer and Executive Director

Carmen L. Diersen, Vice President and Global Chief Financial Officer

David H. Mowry, Chief Operating Officer

Robert J. Ball, Vice President, Global Research and Development

Stéphan Epinette, Vice President, International Commercial Operations

J. Christopher Harber, Vice President, Distal Extremities Global Business Strategy

Kevin M. Klemz, Vice President, Chief Legal Officer and Secretary

Gregory Morrison, Global Vice President, Human Resources

Terry M. Rich, Senior Vice President, U.S. Commercial Operations

Jamal D. Rushdy, Vice President, Global Sports Medicine, Biologics, and Business Development

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TORNIER, 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 FIFTEENTH DAY OF JUNE, A.D. 2012.

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

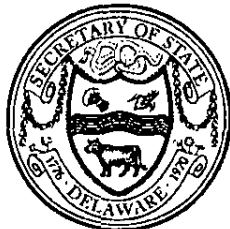
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

12 JUN 25 PM 3:33
TALLAHASSEE, FLORIDA

2309680 8300

120743535

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9646781

DATE: 06-15-12