

F12000003676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
9/7/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Exelixis, 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:

Deborah Burke

Name of Person

Exelixis, Inc.

Firm/Company

210 E. Grand Ave

Address

South San Francisco, CA 94080

City/State and Zip code

dburke@exelixis.com

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

For further information concerning this matter, please call:

Deborah Burke

Name of Person

at (650) 837-7000

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. Exelixis, 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. 04-3257395

(FEI number, if applicable)

4. 11-15-1994

(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. 210 E Grand Ave, South San Francisco, CA 94080

(Principal office address)

same as principal office address

(Current mailing address)

8. Prescription drug manufacturer providing FDA approved drugs to customers in Florida

(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

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
(Registered agent's signature)

Janet Gerkin
Special Asst. 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

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

A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

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

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. Frank Karbe, Executive Vice President, Chief Financial Officer

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

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TALLAHASSEE, FLORIDA

EXELIXIS, INC.

DIRECTORS

Stelios Papadopoulos, Ph.D.
c/o Exelixis, Inc.
Chairman

Charles Cohen, Ph.D.
Advent Healthcare Venture
Director

Carl B. Feldbaum, Esq
Biotechnology Industry Organization
Director

Alan M. Garber, M.D., Ph.D.
Harvard University
Director

Vincent Marchesi, M.D., Ph.D.
Boyer Center for Molecular Medicine
Director

Frank McCormick, Ph.D.
Helen Diller Family Comprehensive Cancer Center, University of California, San Francisco
Director

Michael M. Morrissey, Ph.D.
Exelixis, Inc.
Director, President and Chief Executive Officer

George Poste, DVM, Ph.D.
Complex Adaptive Systems Initiative, Arizona State University
Director

George A. Scangos, Ph.D.
Biogen Idec
Director

Lance Willsey, Ph.D.
Dana Farber cancer Institute, Harvard University
Director

Jack L. Wyszomierski
c/o Exelixis, Inc.
Director

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EXELIXIS, INC.
EXECUTIVE OFFICERS

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TALLAHASSEE, FLORIDA

Michael M. Morrissey, Ph.D.
President and Chief Executive Officer
210 E. Grand Ave
South San Francisco, CA 94080-4811

Scott Garland
Executive Vice President and Chief Commercial Officer
210 E. Grand Ave
South San Francisco, CA 94080-4811

Frank Karbe
Executive Vice President and Chief Financial Officer
210 E. Grand Ave
South San Francisco, CA 94080-4811

Peter Lamb, Ph.D.
Executive Vice President, Discovery Research and Chief Scientific Officer
210 E. Grand Ave
South San Francisco, CA 94080-4811

Gisela M. Schwab, M.D.
Executive Vice President and Chief Medical Officer
210 E. Grand Ave
South San Francisco, CA 94080-4811

Pamela A. Simonton, J.D. LL.M.
Executive Vice President, General Counsel
210 E. Grand Ave
South San Francisco, CA 94080-4811

Delaware

The First State

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PAGE 12 SEP -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

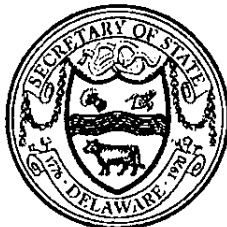
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXELIXIS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY,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

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.

2452819 8300

120889494



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9746818

DATE: 07-31-12