

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Galena Biopharma, 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:

Madeline Hatton

Name of Person

Galena Biopharma, Inc.

Firm/Company

310 N. State St., Suite 208

Address

Lake Oswego, OR 97034

City/State and Zip code

mhatton@galenabiopharma.com

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

For further information concerning this matter, please call:

Madeline Hatton

Name of Person

at (503) 400-7636

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2013

MADELINE HATTON
310 N STATE ST. SUITE 208
LAKE OSWEGO, OR 97034

SUBJECT: GALENA BIOPHARMA, INC.
Ref. Number: W13000019165

RECEIVED
13 MAY - 1 PM 2:02
DIVISION OF CORPORATIONS

We have received your document for GALENA BIOPHARMA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 813A00007753

**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. Galena Biopharma, 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. _____

(FEI number, if applicable)

4. April 3, 2000

(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. 310 N. State St., Suite 208, Lake Oswego, OR 97034

(Principal office address)

310 N. State St., Suite 208, Lake Oswego, OR 97034

(Current mailing address)

8. Manufacture of a prescription drug that is intended for sale, 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.

Corporation Service Company

By: Holly Jones

Holly Jones, Assistant VP

(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.

13 MAY 11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
ADMINISTRATION IN
FLORIDA

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

A. DIRECTORS *See attached*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *See attached*

President: _____

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. RYAN M. DUNLAP DIRECTOR, FINANCE AND PRINCIPAL ACCOUNTING
(Typed or printed name and capacity of person signing application) **OFFICER**

FILED
18 MAY - PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers - as of 3/26/13

Mark Ahn, PhD, President and CEO
290 SW Edgell Rd.
Portland, OR 97219

Mark Schwartz, PhD, Executive Vice President and COO
291 Discovery Bay Blvd
Discovery Bay CA 94505

Rosemary Mazanet, MD, PhD, Executive Vice President and Chief Medical Officer
24 Daffodil Lane
Cos Cob, CT 06807

Ryan Dunlap, Director, Controller & Principal Accounting Officer / Corporate Secretary
3002 NE 13th Ave
Portland, OR 97212

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sanford J. Hillsberg, Chairman of the Board

1801 Century Park East, Suite 1600, Los Angeles, CA 90067USA

Richard Chin, M.D., Director

280 Utah Avenue, Suite 250, San Francisco, CA 94080 USA

Steven A. Kriegsman, Director

920 Greentree Rd., Pacific Palisades, CA 90272 USA

Rudolph Nisi, M.D., Director

1 Renaissance Square, White Plains NY 10601 USA

Stephen S. Galliker, Director

300 Technology Square, Cambridge MA 02139 USA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GALENA BIOPHARMA, 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 EIGHTEENTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GALENA BIOPHARMA, INC." WAS INCORPORATED ON THE THIRD DAY OF APRIL, A.D. 2006.

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.

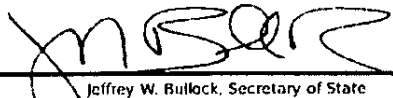
FILED
13 MAY - 1 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4136433 8300

130325679

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0290673

DATE: 03-18-13