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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : INCORPORATING SERVICES FL  
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Email Address: mdoty@apolloendo.com

**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**Apollo Endosurgery, Inc.**

Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

SECRETARY OF STATE  
TALLAHASSEE, 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. Apollo Endosurgery, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "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. 20-3412701

(FBI number, if applicable)

4. 9/1/2005

(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. 1120 South Capital of Texas Highway, Building 1, Suite 300 Austin, TX 78746

(Principal office address)

1120 South Capital of Texas Highway, Building 1, Suite 300 Austin, TX 78746

(Current mailing address)

To engage in any lawful act or activity for which a corporation may be organized under the Delaware

8. General Corporation Law (DGCL).

(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: NRAI Services, Inc.

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.

NRAI Services, Inc.

By: Kathleen Victoria

(Registered agent's signature)

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

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

**A. DIRECTORS**

Chairman: See Attachment A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Dennis L. McWilliams

Address: 1120 South Capital of Texas Highway, Building 1, Suite 300

Austin, TX 78746

Vice President: Dennis L. McWilliams

Address: 1120 South Capital of Texas Highway, Building 1, Suite 300

Austin, TX 78746

Secretary: Michael J. Doty

Address: 1120 South Capital of Texas Highway, Building 1, Suite 300 Austin, TX 78746

Treasurer: Michael J. Doty

Address: 1120 South Capital of Texas Highway, Building 1, Suite 300 Austin, TX 78746

**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. Michael J. Doty, Secretary

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

Question #12  
**Attachment A**

Name	Business Address
Dennis L. McWilliams	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
Matthew S. Crawford	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
Richard J. Meelia	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
John W. Creecy	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
Jack B. Nielsen	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
Bruce Robertson	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746
R. Kent McGaughy, Jr.	1120 South Capital of Texas Highway Building 1, Suite 300 Austin, TX 78746

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TALLAHASSEE, FLORIDA

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APOLLO ENDOSURGERY, 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 THIRD DAY OF JULY, A.D. 2013.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "APOLLO ENDOSURGERY, INC." WAS INCORPORATED ON THE FIRST DAY OF SEPTEMBER, A.D. 2005.

4009847 8300

130847308

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0562027

DATE: 07-03-13