

11/20/2013 10:56 From: To: 8506176381

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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 : FCA000000023
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
ZS Pharma, Inc

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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Corporate Filing Menu

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13 NOV 20 PM 12: 08

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
13 NOV 20 PM 12: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
11/20/2013

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ZS Pharma, 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:

Jennifer Wu

Name of Person

Baker Botts L.L.P.

Firm/Company

98 San Jacinto Blvd., Suite 1500

Address

Austin, Texas 78701

City/State and Zip code

jennifer.wu@bakerbotts.com

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

For further information concerning this matter, please call:

Jennifer Wu

Name of Person

at 512 , 322-2673

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

SECRETARY OF REVENUE
DIVISION OF CORPORATIONS
13 NOV 20 PM 12:08

**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. ZS Pharma, 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.

(FBI number, if applicable)

4. February 5, 2008

(Date of incorporation)

5.

perpetual

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

6. August 15, 2013

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

7. 508 Wrangler Drive, Suite 100, Coppell, Texas 75019

(Principal office address)

508 Wrangler Drive, Suite 100, Coppell, Texas 75019

(Current mailing address)

8. To engage in any trade or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

(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: **Todd A. Creech, MBA**

Office Address: **8875 Hidden River Pkwy., Suite 300, Office 64**

Tampa

(City)

, Florida

33637

(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.

(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: Robert Alexander, Ph.D.

Address: 873 Santa Cruz Avenue, Suite 204
Menlo Park, California 94025

Vice Chairman: _____

Address: _____

Director: Alvaro Guillem, Ph.D.

Address: 508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Director: D. Jeffrey Keyser, RPh, J.D., MPA, Ph.D.

Address: 508 Wrangler Drive, Suite 100
Coppell, Texas 75019

B. OFFICERS

President: Alvaro Guillem, Ph.D. (President and Chief Executive Officer)

Address: 508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Vice President: _____

Address: _____

Secretary: D. Jeffrey Keyser, RPh, J.D., MPA, Ph.D. (Secretary and Chief Operating Officer)

Address: 508 Wrangler Drive, Suite 100, Coppell, Texas 75019

Treasurer: Nels Bergmark

Address: 508 Wrangler Drive, Suite 100, Coppell, Texas 75019

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. Todd A. Creech, Chief Financial Officer

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

Florida Addendum
ZS Pharma, Inc. - Additional Directors and Officers

A. DIRECTORS

John McKearn, Ph.D.
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Marc Ostro, Ph.D.
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Guy Nohra
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Bob Truitt
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

B. OFFICERS

Robert Alexander, Ph.D.
Executive Chairman
873 Santa Cruz Avenue, Suite 204
Menlo Park, California 94025

Todd A. Creech, MBA
Chief Financial Officer
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Henrik S. Rasmussen, M.D., Ph.D.
Chief Medical Officer and Chief Scientific Officer
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Cynthia Smith, MS, MBA
Chief Commercial Officer
508 Wrangler Drive, Suite 100
Coppell, Texas 75019

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZS PHARMA, 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 NINETEENTH DAY OF NOVEMBER, A.D. 2013.

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

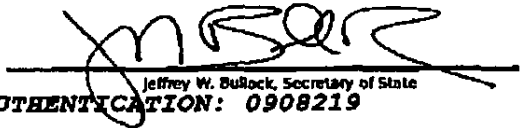
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4500449 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0908219

DATE: 11-19-13