

12/11/2013 1:39:02 PM from 850616381

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Division of Corporations

Page of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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

**\*RE-SUBMIT\***

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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\*\*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  
VANDA PHARMACEUTICALS INC.

Certificate of Status	0
Certified Copy	0
Page Count	067
Estimated Charge	\$70.00

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12/11/2013 12:28:08 PM PAGE 1/001 Fax Server



December 11, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: VANDA PHARMACEUTICALS INC.  
REF: W13000067757

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H13000270475  
Letter Number: 013A00028170

**\*RE-SUBMIT\***

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date of submission 12/10

### COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Vanda Pharmaceuticals 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 Moran, Controller

Name of Person

Vanda Pharmaceuticals, Inc.

Firm/Company

2200 Pennsylvania Ave NW, Suite 300E

Address

Washington, DC 20037

City/State and Zip code

Kevin.Moran@vandapharma.com

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

For further information concerning this matter, please call:

Kevin Moran

at ( 202 ) 734-3460

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. Vanda Pharmaceuticals 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 3. 03-0491827  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 11/13/2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/08/2013  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2200 Pennsylvania Ave NW, Suite 300E, Washington, DC 20037  
(Principal office address)  
2200 Pennsylvania Ave NW, Suite 300E, Washington, DC 20037  
(Current mailing address)

8. Drug Development and Commercialization (Pharmaceuticals)  
(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 System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (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.*

By: Renee Cruz Renee Cruz, Asst. 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: See Attachment 1

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

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

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

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

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

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

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

**B. OFFICERS**

President: Mihail H. Polymeropoulos

Address: 2200 Pennsylvania Ave NW, Suite 300E, Washington, DC 20037

Vice President: James P. Kelly, CFO & SVP

Address: 2200 Pennsylvania Ave NW, Suite 300E, Washington, DC 20037

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. James P. Kelly, CFO & SVP

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

**Vanda Pharmaceuticals, Inc.**  
**Attachment 1**

**PLEASE DO NOT REMOVE THIS ATTACHMENT**

**Mihael H. Polymeropoulos**      **2200 Pennsylvania Ave NW, Suite 300E**  
**(Employee Member)**                      **Washington, DC 20037**

**Howard Plen (Chairman)**              **6 Carriage House Court**  
   **Cherry Hill, NJ 08003**

**Richard Dugan**                      **29906 N. Miradar Court**  
   **Scottsdale, AZ 85262**

**H. Thomas Watkins**                      **785 E. Westminster**  
   **Lake Forest, IL 60045**

**Vincent Milano**                      **301 Woodmere Way**  
   **Phoenixville, PA 19460**

**Steven Galson**                      **31790 Lobo Canyon Road**  
   **Agoura Hills, CA 91301-3414**

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# Delaware

PAGE 1

*The First State*

SECRETARY OF STATE  
ATLANTA, GEORGIA

13 DEC 10 PM 12:34

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANDA PHARMACEUTICALS 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 TENTH DAY OF DECEMBER, 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.



3590747 8300

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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: 0963806

DATE: 12-10-13