

Division of Corporations

Page 1 of 2

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.**

(((H15000041051 3)))



H150000410513ABCR

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## 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****Merrimack Pharmaceuticals, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED  
15 FEB 17 PM 5:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
15 FEB 17 PM 3:22  
TALLAHASSEE, FLORIDA

### COVER LETTER

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

**SUBJECT:** Merrimack 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:

Jeffrey A. Munsie

Name of Person

Merrimack Pharmaceuticals, Inc.

Firm/Company

One Kendall Square, Suite B7201

Address

Cambridge, MA 02139

City/State and Zip code

jmunsie@merrimackpharma.com

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

For further information concerning this matter, please call:

Jeffrey A. Munsie

at ( 617 ) 441-1000

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. Merrimack 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. 04-3210330  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 6, 2010 5. Perpetual  
(Date of incorporation) (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. One Kendall Square, Suite B7201, Cambridge, MA 02139  
(Principal office address)  
One Kendall Square, Suite B7201, Cambridge, MA 02139  
(Current mailing address)
8. 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)

## 9. 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: C T Corporation System Renee Cruz, Asst. Secretary  
Renee Cruz  
(Registered agent's signature)

10. 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.

FILED  
15 FEB 17 PM 7:19  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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

**A. DIRECTORS**

Chairman: See attachment for a full list of directors

Address: The address for each director is:

c/o Merrimack Pharmaceuticals, Inc., One Kendall Square, Suite B7201, Cambridge, MA 02139

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

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

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

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

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

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

**B. OFFICERS**

President: Robert J. Mulroy

Address: c/o Merrimack Pharmaceuticals, Inc., One Kendall Square, Suite B7201, Cambridge, MA 02139

Vice President: \_\_\_\_\_

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

Secretary: Jeffrey A. Munsie

Address: c/o Merrimack Pharmaceuticals, Inc., One Kendall Square, Suite B7201, Cambridge, MA 02139

Treasurer: William A. Sullivan

Address: c/o Merrimack Pharmaceuticals, Inc., One Kendall Square, Suite B7201, Cambridge, MA 02139

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 

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.

13. Jeffrey A. Munsie, Secretary

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

FILED  
15 FEB 17 PM 7:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Attachment**

**Directors of Merrimack Pharmaceuticals, Inc.**

Gary L. Crocker (Chairman)  
Gordon J. Fehr  
Vivian S. Lee  
John Mendelsohn  
Robert J. Mulroy  
Ulrik B. Nielsen  
Michael E. Porter  
James H. Quigley  
Russell T. Ray

The address for each director is c/o Merrimack Pharmaceuticals, Inc., One Kendall Square, Suite B7201, Cambridge, MA 02139.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERRIMACK 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 TWENTY-NINTH DAY OF JANUARY, A.D. 2015.

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.

FILED  
15 FEB 17 PM 7:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4833458 8300

150115347

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2078634

DATE: 01-29-15