

F15000004303

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

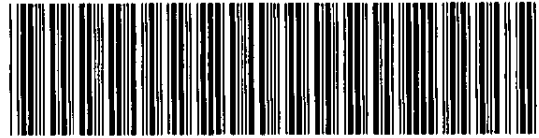
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2015 SEP 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
SEP 30 2015

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 803890 4328938

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : September 29, 2015

ORDER TIME : 2:29 PM

ORDER NO. : 803890-005

CUSTOMER NO: 4328938

FOREIGN FILINGS

NAME: HERON THERAPEUTICS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Heron Therapeutics, 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:

Esme C. Smith

Name of Person

Heron Therapeutics, Inc.

Firm/Company

12707 High Bluff Drive, Suite 200

Address

San Diego, CA 92130

City/State and Zip code

esmith@herontx.com

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

For further information concerning this matter, please call:

Esme C. Smith

858

356-4777

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration 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.*

Heron Therapeutics, Inc.

1. _____
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

A.P. Pharma, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 94-2875566
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 5, 1987 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. January 1, 2016
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. _____
(Principal office address)

123 Saginaw Drive, Redwood City, CA 94063

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Melissa Zender

Asst. Vice President

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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Kevin C. Tang, Chairman

Address: 123 Saginaw Drive, Redwood City, CA 94063

Vice Chairman: Barry D. Quart, Pharm.D., Chief Executive Officer and Director

Address: 123 Saginaw Drive, Redwood City, CA 94063

Director: Craig A. Johnson, Director

Address: 123 Saginaw Drive, Redwood City, CA 94063

Director: Kimberly Manhard, Director

Address: 123 Saginaw Drive, Redwood City, CA 94063

B. OFFICERS

President: Robert Rosen, President and Director

Address: 123 Saginaw Drive, Redwood City, CA 94063

Vice President: Thomas B. Ottoboni, Ph.D., Senior Vice President, Pharmaceutical and Preclinical Research & Development

Address: 123 Saginaw Drive, Redwood City, CA 94063

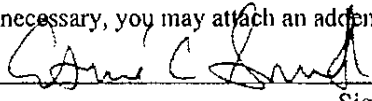
Secretary: Esme C. Smith, Vice President, General Counsel and Secretary

Address: 123 Saginaw Drive, Redwood City, CA 94063

Treasurer: Brian Drazba, Vice President, Finance and Chief Financial Officer

Address: 123 Saginaw Drive, Redwood City, CA 94063

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 11 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. Esme C. Smith

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

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TALLAHASSEE, FLORIDA

ADDENDUM TO APPLICATION
BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

A. Directors

- Robert H. Rosen, President and Director
123 Saginaw Drive, Redwood City, CA 94063
- John W. Poyhonen , Director
123 Saginaw Drive, Redwood City, CA 94063

B. Officers

- Barry D. Quart, Pharm.D., Chief Executive Officer
123 Saginaw Drive, Redwood City, CA 94063
- Michael A. Adam, Ph.D., Senior Vice President, Regulatory Affairs and Quality
123 Saginaw Drive, Redwood City, CA 94063
- Paul G. Marshall, Senior Vice President, Technical Operations
123 Saginaw Drive, Redwood City, CA 94063

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TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERON THERAPEUTICS, 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 SEPTEMBER, 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 SAID "HERON THERAPEUTICS, INC." WAS INCORPORATED ON THE FIFTH DAY OF FEBRUARY, A.D. 1987.

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

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2015 SEP 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State

Authentication: 10149738

Date: 09-29-15