

~~F150000054/33~~

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TALLAHASSEE, FLORIDA

DEC 09 2015
S. YOUNG

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROTEIN SCIENCES CORPORATION

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:

NADINE FRANCIS WEST

Name of Person

PROTEIN SCIENCES CORPORATION

Firm/Company

1000 RESEARCH PARKWAY

Address

MERIDEN, CT 06450

City/State and Zip code

nfwest@proteinsciences.com

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

For further information concerning this matter, please call:

Nadine Francis West at (203) 599-6064 X 177

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.*

1. PROTEIN SCIENCES CORPORATION
(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. 061098847
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/12/1983 5. _____
(Date of incorporation) (Date of duration, if other than 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. 1000 RESEARCH PARKWAY MERIDEN, CT 06450
(Principal office address)
- _____
(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 HAYES STREET
TALAHASSEE, 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.

Lindsey Eck Asst. VP
(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.

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

A. DIRECTORS

Chairman: Daniel D. Adams

Address: 1000 Research Parkway, Meriden, CT 06450

Vice Chairman: _____

Address: _____

Director: See attached List.

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MANON M. J. COX

Address: 1000 Research Parkway, Meriden, CT 06450

Vice President: _____

Address: _____

Secretary: Nadine Francis West

Address: 1000 Research Parkway, Meriden, CT 06450

Treasurer: _____

Address: _____

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

12. Nadine Francis West

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. NADINE FRANCIS WEST, CORPORATE SECRETARY

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

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Board of Directors

Daniel D. Adams
1000 Research Parkway
Meriden, CT 06450

Dr. Manon M.J. Cox
1000 Research Parkway
Meriden, CT 06450

Cheryl L. Cohen
1000 Research Parkway
Meriden, CT 06450

Dr. R. Gordon Douglas
1000 Research Parkway
Meriden, CT 06450

Dr. Donna R. Galluzzo
1000 Research Parkway
Meriden, CT 06450

Robert B. Goergen
1000 Research Parkway
Meriden, CT 06450

Dr. Cees de Jong
1000 Research Parkway
Meriden, CT 06450

Dr. Howard Levine
1000 Research Parkway
Meriden, CT 06450

Dr. Albertus D.M.E. Osterhaus
1000 Research Parkway
Meriden, CT 06450

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Officers

Manon M.J. Cox, President and CEO

Daniel D. Adams, Executive Chairman

Nadine Francis West (SVP, CAO & Corporate Secretary)

Corporate Name: Protein Sciences Corporation

Address: 1000 Research Parkway, Meriden, Connecticut 06450

State of Incorporation: Delaware

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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 THAT "PROTEIN SCIENCES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF MAY, A.D. 1983, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MICROGENESYS INC." TO "MICROGENESYS, INC.", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1983, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF AUGUST, A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF MAY, A.D. 1985, AT 9 O'CLOCK A.M.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

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Date: 11-13-15

Delaware

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CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF MAY,
A.D. 1985, AT 9:01 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JULY, A.D.
1985, AT 9 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JULY, A.D.
1985, AT 9:01 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JULY, A.D.
1985, AT 9:02 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
AUGUST, A.D. 1985, AT 9 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF
FEBRUARY, A.D. 1986, AT 9 O`CLOCK A.M.


CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF NOVEMBER,
A.D. 1986, AT 9 O`CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 1986, AT 3 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF JANUARY,
A.D. 1987, AT 9 O`CLOCK A.M.

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DELAWARE




Jeffrey W. Hudlock, Secretary of State

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CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF JANUARY,
A.D. 1987, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
OCTOBER, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF JULY,
A.D. 1988, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF OCTOBER,
A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF
OCTOBER, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTY-FIRST DAY OF
OCTOBER, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF
SEPTEMBER, A.D. 1990, AT 3 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF SEPTEMBER,
A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF JULY,
A.D. 1991, AT 9 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State

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Date: 11-13-15

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RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF MARCH, A.D.
1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF MAY,
A.D. 1996, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF MAY, A.D.
1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MICROGENESYS,
INC." TO "PROTEIN SCIENCES CORPORATION", FILED THE TENTH DAY OF
DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTIETH DAY OF MAY, A.
1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF NOVEMBER A.D.
2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINTH DAY OF NOVEMBER,
A.D. 2001, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTEENTH DAY OF
DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE NINETEENTH DAY OF
DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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TALLAHASSEE, FLORIDA




Jeffrey W. Butlock, Secretary of State

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Date: 11-13-15

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CERTIFICATE OF RENEWAL, FILED THE TWENTY-NINTH DAY OF OCTOBER,
A.D. 2002, AT 9 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF
OCTOBER, A.D. 2002, AT 9:05 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF JULY,
A.D. 2006, AT 9:31 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF JULY,
A.D. 2008, AT 4:01 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "PROTEIN SCIENCES CORPORATION".

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
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

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