

F1600000049

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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16 JAN -5 PM 2:04
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2016 JAN -5 AM 9:09
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St. Quentin JAN - 6 2016

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

ACCOUNT NO. : I20000000195

REFERENCE : 942346 4312100

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : January 5, 2016

ORDER TIME : 1:10 PM

ORDER NO. : 942346-005

CUSTOMER NO: 4312100

FOREIGN FILINGS

NAME: ZIMMER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

Zimmer, Inc.

SUBJECT: _____
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:

Kristi Lehman

Name of Person

Faegre Baker Daniels

Firm/Company

600 E. 96th Street, Suite 600

Address

Indianapolis, IN 46240

City/State and Zip code

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

For further information concerning this matter, please call:

Kristi Lehman

317

569-4884

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.*

Zimmer, Inc.

1. _____
(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)

Delaware

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

10/29/1971

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

upon registration

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

345 East Main Street, Warsaw IN 46580

7. _____
(Principal office address)

345 East Main Street, Warsaw IN 46580

(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)

Courtney Williams
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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2016 JAN -5 AM 9:09
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Daniel P. Florin

Address: 345 East Main Street, Warsaw IN 46580

Director: Chad F. Phipps

Address: 345 East Main Street, Warsaw IN 46580

B. OFFICERS

President: See Attached Addendum

Address: _____

Vice President: See Attached Addendum

Address: _____

Secretary: See Attached Addendum

Address: _____

Treasurer: See Attached Addendum

Address: _____

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

12. Heather J Kidwell 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. Heather J. Kidwell, VP, Senior Corporate Counsel and Assistant Secretary

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

FILED
2016 JAN -5 AM 9:09
DEPT. OF STATE
INDIANAPOLIS, IN

ZIMMER, INC.

Addendum

Business Address for all Officers and Directors:

345 East Main Street
Warsaw, IN 46580

Officers:

David C. Dvorak	President and Chief Executive Officer
Daniel P. Florin	Senior Vice President and CFO
Chad F. Phipps	SVP, General Counsel and Secretary
Tony W. Collins	Vice President and Controller
Robert J. Marshall Jr.	VP and Treasurer
Michael E. Norris	VP, Global Tax and Assistant Treasurer
Pamela J. Hansel	Assistant Treasurer
Michael R. Shapiro	Treasury Director and Assistant Treasurer
Heather J. Kidwell	VP, Senior Corporate Counsel and Assistant Secretary

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIMMER, 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 FIFTH DAY OF JANUARY, A.D. 2016.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZIMMER, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1971.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



776101 8300

SR# 20160041535

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201614898

Date: 01-05-16