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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)617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
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
NEUROPACE, INC.**

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

2016 MAR 10 A 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2016 MAR 10 AM 10:28
TALLAHASSEE, FLORIDA

MAR 11 2016
J. BRUCE

3/10/2016 10:18:12 AM From: To: 8506176383(2/6)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NeuroPace, 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:

Rebecca Kuhn

Name of Person

NeuroPace, Inc.

Firm/Company

455 Bernardo Ave

Address

Mountain View, CA 94043-5237

City/State and Zip code

rkuhn@neuropace.com

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

For further information concerning this matter, please call:

Sloka Tankala

at (650) 843-5053

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

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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. NeuroPnce, 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.
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/19/1997 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. 455 N.Bernardo Ave., Mountain View, CA 94043
(Principal office address)
(Current mailing address, if different)

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

Name: C T 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: [Signature] C T Corporation System
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. Rebecca Kuhn
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. Rebecca Kuhn
(Typed or printed name and capacity of person signing application)

NeuroPace, Inc.

OFFICERS:

NAME	TITLE	ADDRESS
Frank Fischer	Chief Executive Officer & President	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Rebecca Kuhn	Chief Financial Officer, VP Finance & Administration, & Assistant Secretary	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Isabella Abati	VP Regulatory Affairs	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Martha Morrell (M.D.)	Chief Medical Officer	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Debra Smolley	VP Quality Assurance	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Mark Weeks	Secretary	c/o Cooley LLP 3175 Hanover Street Palo Alto, CA 94304

DIRECTORS:

NAME	TITLE	ADDRESS
Jim Blair	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
David R. Fischell	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Frank Fischer	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Joseph S. Lacob	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Ray Larkin	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Chuck Newhall	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Ben Pless	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237
Renee Ryan	Director	c/o NeuroPace, Inc. 455 Bernardo Ave Mountain View, CA 94043-5237

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 TALLAHASSEE, FLORIDA

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEUROPACE, 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 NINTH DAY OF MARCH, 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2823015 8300

SR# 20161578365

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

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 201959638

Date: 03-09-16