F16000001720

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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16 APR 11 PM 5:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 13 2016

J. HARRIS

# COVER LETTER

**TO:** Registration Section
Division of Corporations

**SUBJECT:** Ferndale Laboratories, 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:

Megan Tringali
Name of Person

Ferndale Laboratories, Inc.
Firm/Company

780 W. Eight Mile Road
Address

Ferndale, MI 48220
City/State and Zip code

mtringali@ferndalelabs.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Megan Tringali at ( 248 ) 548-0900 ext. 434
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. Ferndale Laboratories, 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. Michigan
(State or country under the law of which it is incorporated)

3. 38-0632550
(FEI number, if applicable)

4. 10/04/1897
(Date of incorporation)

5. perpetual
(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. 780 W. Eight Mile Road, Ferndale, MI 48220
(Principal office address)

______________________________
(Current mailing address, if different)

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

Name: NORTHWEST REGISTERED AGENT LLC

Office Address: 3030 N. Rocky Point Drive, STE 150A

TAMPA, Florida 33607
(City) (Zip code)

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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.***

Tom Glover/Manager/Northwest Registered Agent LLC
(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.

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

**A. DIRECTORS**

Chairman: *See Attachment

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

**B. OFFICERS**

President: ______

Address: ______

______

Vice President: ______

Address: ______

______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

**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. Christopher J. Stein, Executive Vice President and COO

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

FERNDALE LABORATORIES INC
ETHICAL PHARMACEUTICALS SINCE 1897

**PARENT COMPANY: FERNDALE PHARMA GROUP, INC.**

**FERNDALE LABORATORIES, INC.**
**780 W. EIGHT MILE ROAD**
**FERNDALE, MI 48220**
**FEDERAL ID #: 38-0632550**

**STATE OF INCORPORATION: MICHIGAN**
**DATE OF INCORPORATION: 10/04/1897**

**COMPANY OFFICERS AND DIRECTORS**

| | |
|---|---|
| **James Thayer McMillan II**<br>Ferndale Laboratories, Inc.<br>780 W. Eight Mile Road<br>Ferndale, MI 48220 | **Chairman of the Board** |
| **Michael J. Burns**<br>Ferndale Laboratories, Inc.<br>780 W. Eight Mile Road<br>Ferndale, MI 48220 | **Vice Chairman** |
| **Christopher J. Stein**<br>Ferndale Laboratories, Inc.<br>780 W. Eight Mile Road<br>Ferndale, MI 48220 | **Executive Vice President and COO** |
| **Mark Diekman**<br>Ferndale Laboratories, Inc.<br>780 W. Eight Mile Road<br>Ferndale, MI 48220 | **Secretary and Treasurer** |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

United States of America

# The State of Michigan

## Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify That*

***FERNDALE LABORATORIES, INC.***

*was validly incorporated on October 4, 1897, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.*

*This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 11th day of March, 2016.*

Julia Dale

*Julia Dale, Acting Director*
*Corporations, Securities & Commercial Licensing Bureau*

**GOLD SEAL APPEARS ONLY ON ORIGINAL**