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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
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Fax Number : (850) 656-7953

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: twalton@cempira.com

FOREIGN PROFIT/NONPROFIT CORPORATION
Cempira Pharmaceuticals, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

2016 JUN -2 AM 8:14

TALLAHASSEE, FLORIDA

DEPT OF STATE
TALLAHASSEE, FLORIDA

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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.

Cempra Pharmaceuticals, Inc.

1. Cempra Pharmaceuticals, 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. 20-3905814
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-18-05 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. Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517
(Principal office address)

(Current mailing address, if different)

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

Name: Incorporating Services, Ltd.
Office Address: 1540 Glenway Drive
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Kimberly L. Sharpe

Kimberly L. Sharpe, Assistant Secretary
(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 ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

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. *Prabhavathi Fernandes*

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. Prabhavathi Fernandes, Ph.D., President & CEO

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

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Cempra Pharmaceuticals, Inc. – Officer and Director List

Officers

Prabhavathi Fernandes, President and Chief Executive Officer

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Mark Hahn, Executive Vice President and Chief Financial Officer

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

David Moore, Chief Commercial Officer

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

David Oldach, Chief Medical Officer

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Directors

Garheng Kong, M.D., Ph.D, Chairman

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Dov A. Goldstein, M.D.

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

John H. Johnson

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Richard Kent, M.D.

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

P. Sherrill Neff

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Michael R. Dougherty

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

Pravhavathi Fernandes, Ph.D.

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

David Gill

Building Two Quadrangle, 6320 Quadrangle Drive, Suite 360, Chapel Hill, NC 27517

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TALLAHASSEE, FLORIDA

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CEMPRA PHARMACEUTICALS, 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 FIRST DAY OF JUNE, 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 "CEMPRA PHARMACEUTICALS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2005.

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



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

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

Authentication: 202415041

Date: 06-01-16