

FILE 00000 2529

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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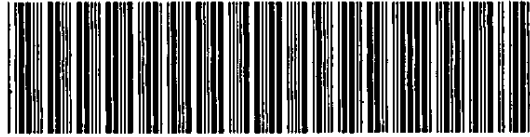
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/01/16--01021--014 \*\*70.00

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16 JUN -1 AM 8:45  
CLERK OF COURT  
HALLAMSBURG, FLORIDA



Orexigen Therapeutics, Inc.  
3344 North Torrey Pines Court  
Suite 200  
La Jolla, CA 92037  
Phone: 858-875-8600  
Fax: 858-875-8650  
[www.orexigen.com](http://www.orexigen.com)

May 18, 2016

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Orexigen Therapeutics, Inc. Kindly process the application along with the following enclosed:

- A check for \$70.00 made payable to: Florida Department of State.
- Attachment A: Certificate of Existence.
- Attachment B: Director and Corporate Officer Information.

Should you need further information, please feel free to contact me.

Sincerely,

Lotta Flahive  
Sr. Director, Supply Chain  
Orexigen Therapeutics, Inc.

Enclosures

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Orexigen Therapeutics, 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:

Charlotte Flahive

Name of Person

Orexigen Therapeutics, Inc.

Firm/Company

3344 North Torrey Pines Court, Suite 200

Address

La Jolla, CA 92037

City/State and Zip code

flahive@orexigen.com

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

For further information concerning this matter, please call:

Charlotte Flahive

at (858) 875-8622

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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. Orexigen Therapeutics, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- N/A  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 65-1178822  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/12/2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037  
(Principal office address)
- Same as above.  
(Current mailing address)
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.*



Sarah Thomas, 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. See Attachment A

16 JUN - 1 AM 8:45  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: See Attachment B

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See Attachment B

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

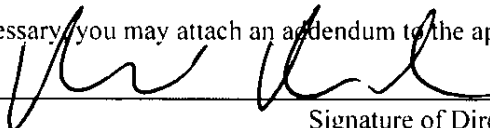
Secretary: \_\_\_\_\_

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 12 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. Michael A. Narachi, President and CEO

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



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OREXIGEN THERAPEUTICS, 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 TWENTY-FIRST 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 SAID "OREXIGEN THERAPEUTICS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2002.

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



3564552 8300

SR# 20161753474

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202012146

Date: 03-21-16

**Attachment B**

**Corporate Officer and Director Information**

Orexigen Therapeutics, Inc.  
3344 North Torrey Pines Court, Suite 200  
La Jolla, CA 92037

**Corporate Officers:**

Michael A. Narachi  
*President and CEO*

Thomas P. Lynch  
*Secretary*

Thomas R. Cannell  
*EVP, Chief Commercial Officer*

Heather S. Ace  
*EVP, Global Human Resources*

**Directors:**

Michael A. Narachi  
Louis C. Bock  
Brian H. Dovey  
David Endicott  
Peter K. Honig, MD, MPH  
Deborah A. Jorn  
Patrick J. Mahaffy  
Lota S. Zoth

The Corporate officers and directors may be contacted at the above address.

16 JUN - 1 AM @ 4.5  
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JUN 16 2011