



**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Flexion 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:

Carolyn Scimemi, Esq.

\_\_\_\_\_  
Name of Person

Flexion Therapeutics, Inc.

\_\_\_\_\_  
Firm/Company

10 Mall Road, Suite 301

\_\_\_\_\_  
Address

Burlington, MA 01803

\_\_\_\_\_  
City/State and Zip code

cscimemi@flexiontherapeutics.com

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

For further information concerning this matter, please call:

Carolyn Scimemi, Esq.

at ( 781 ) 305-7135

\_\_\_\_\_  
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. Flexion Therapeutics, 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  
 (State or country under the law of which it is incorporated)
3. 26-1388364  
 (FEI number, if applicable)
  
4. 11/05/2007  
 (Date of incorporation)
5. \_\_\_\_\_  
 (Date of duration, if other than 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. 10 Mall Road, Suite 301, Burlington, MA 01803  
 (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.*

C T Corporation System

By: Justin J. Smith

(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.

RECEIVED  
 16 DEC 13 AM 9:50  
 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

## 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: SEE ATTACHMENT

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. Frederick Driscoll, Chief Financial Officer

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

16 DEC 13 AM 9:58  
TALLAHASSEE, FLORIDA

**FLEXION THERAPEUTICS, INC.  
ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS**

**FLORIDA**

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

**A. DIRECTORS**

<u>Name</u>	<u>Address</u>
Michael D. Clayman, MD	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Patrick J. Mahaffy	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Samuel D. Colella	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Heath Lukatch, Ph.D.	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Alan Milinazzo	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Ann Merrifield	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Sandesh Mahatne	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Scott Canute	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Mark Stejback	10 Mall Road, Suite 301, Burlington, MA 01803 USA

**B. OFFICERS**

<u>Title</u>	<u>Name</u>	<u>Address</u>
President & Chief Executive Officer	Michael D. Clayman, MD	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Chief Medical Officer	Neil Bodick, MD	10 Mall Road, Suite 301, Burlington, MA 01803 USA
Chief Financial Officer, Treasurer and Secretary	Frederick W. Driscoll	10 Mall Road, Suite 301, Burlington, MA 01803 USA

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLEXION 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 TWELFTH DAY OF DECEMBER, 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.



4452126 8300

SR# 20167032004

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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: 203494132

Date: 12-12-16