

F17000000849

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2017 FEB 21 PM 2:12  
CLERK OF COURT  
TALLAHASSEE, FL 90501

K. SALY

FEB 23 2017



February 14, 2017

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Application for Authorization to Transact Business in Florida

To Whom It May Concern:

Enclosed please find the following:

- (1) an application of PBM Pharmaceuticals, Inc., a Delaware corporation, for authorization to transact business in Florida;
- (2) an original good standing certificate from the State of Delaware, dated within the past 90 days; and
- (3) a check for \$70.00 for the filing fee for the above application.

If you have any questions or need additional information, please do not hesitate to contact me at [mwoodruff@pbmcap.com](mailto:mwoodruff@pbmcap.com) or (434) 980-8172. My return address is the same as the principal office address indicated on the application: 200 Garrett Street, Suite S, Charlottesville, VA 22902.

Sincerely,

A handwritten signature in black ink, appearing to read "Melissa Woodruff", is written over the typed name and title.

Melissa Woodruff  
Associate Corporate Counsel  
PBM Capital Group, LLC

Enclosures

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PBM Pharmaceuticals, 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:

Melissa R. Woodruff

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

PBM Pharmaceuticals, Inc.

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

200 Garrett Street, Suite S

\_\_\_\_\_  
Address

Charlottesville, VA 22902

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

mwoodruff@pbmcap.com

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

For further information concerning this matter, please call:

Melissa Woodruff

434

980-8172

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
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. PBM 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. 54-2030651  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/07/2001 5. Perpetual  
(Date of incorporation) (Date of duration, if other than perpetual)
6. 02/01/17 (since last registered and withdrawn) (F13000003273)  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 200 Garrett Street, Suite S, Charlottesville, VA 22902  
(Principal office address)
- (Current mailing address, if different)

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

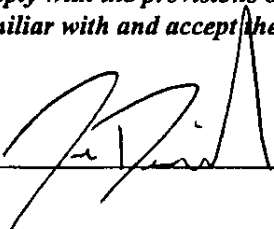
Name: Corporation Service Company

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.*

 Joseph Descovich  
(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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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: Paul B. Manning

Address: 200 Garrett Street, Suite S  
Charlottesville, VA 22902

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

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

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

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

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

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

**B. OFFICERS**

President: Paul B. Manning

Address: 200 Garrett Street, Suite S  
Charlottesville, VA 22902

Vice President: Eugene Scavola (Executive Vice President)

Address: 200 Garrett Street, Suite S  
Charlottesville, VA 22902

Secretary: Russell T. Schundler (Executive Vice President and Secretary)

Address: 200 Garrett Street, Suite S, Charlottesville, VA 22902

Treasurer: James C. Reebals (Executive Vice President and CFO)

Address: 200 Garrett Street, Suite S, Charlottesville, VA 22902

**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. Russell T. Schundler, Executive Vice President and Secretary

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

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2017 FEB 21 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "PBM 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 EIGHTH DAY OF FEBRUARY, A.D. 2017.


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2017 FEB 21 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3354126 8300

SR# 20170618080

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

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202002557

Date: 02-08-17