

F17000001128

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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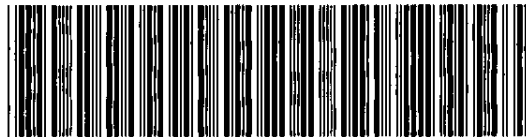
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
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K. SALY

MAR 10 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 549533 4301184

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 9, 2017

ORDER TIME : 2:54 PM

ORDER NO. : 549533-005

CUSTOMER NO: 4301184

FOREIGN FILINGS

NAME: NORTHWEST BIOTHERAPEUTICS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Northwest Biotherapeutics, 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:

Peter Campitiello

Name of Person

Kane Kessler, P.C.

Firm/Company

666 Third Avenue

Address

New York, NY 10017

City/State and Zip code

PCampitiello@kanekeessler.com

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

For further information concerning this matter, please call:

Peter Campitiello

212

519-5132

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.*

Northwest Biotherapeutics, Inc.

1. _____
(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. 94-3306718
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 29, 1998 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. 4800 Montgomery Lane, Suite 800
(Principal office address)
Bethesda, MD 20814
(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)

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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.

Melissa Zender
Asst. Vice President


(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: Linda Powers

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Vice Chairman: Dr. Alton Boynton

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Director: Robert A. Farmer

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Director: Dr. David Malik

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

B. OFFICERS

President: Linda F. Powers

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Vice President: Leslie Goldman

Address: c/o Northwest Biotherapeutics, Inc.

4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Secretary: Alton L. Boynton

Address: c/o Northwest Biotherapeutics, Inc., 4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

Treasurer: Linda F. Powers

Address: c/o Northwest Biotherapeutics, Inc., 4800 Montgomery Lane, Suite 800 Bethesda, MD 20814

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. **Alton L. Boynton**

Digitally signed by Alton L. Boynton
DN: cn=Alton L. Boynton, o=Northwest Biotherapeutics, Inc., c=US
Date: 2017.03.29 12:04:02 -0400

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. Alton L. Boynton, Chief Scientific Officer and Director

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

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TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "NORTHWEST BIOTHERAPEUTICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF JULY, A.D. 1998, AT 9 O`CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O`CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SIXTH DAY OF MARCH, A.D. 1999, AT 9 O`CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000, AT 6 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF JUNE, A.D. 2001, AT 5 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2001, AT 8:30 O`CLOCK A.M.



2926697 8310

SR# 20171632151

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.

Authentication: 202152596

Date: 03-07-17

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RESTATED CERTIFICATE, FILED THE THIRD DAY OF JULY, A.D. 2002,
AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2004, AT 8:46 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SIXTH DAY OF
JANUARY, A.D. 2005, AT 5:22 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF APRIL,
A.D. 2006, AT 5:05 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTEENTH DAY OF APRIL,
A.D. 2006, AT 5:07 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF JUNE, A.D.
2006, AT 10:29 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF JUNE,
A.D. 2007, AT 4:07 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
JUNE, A.D. 2007, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF
JUNE, A.D. 2007, AT 2:23 O'CLOCK P.M.

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TALLAHASSEE, FLORIDA



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Jeffrey W. Blumbeck, Secretary of State

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CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF JANUARY,
A.D. 2008, AT 11:42 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF FEBRUARY, A.D.
2012, AT 12:35 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF
SEPTEMBER, A.D. 2012, AT 5:21 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "NORTHWEST BIOTHERAPEUTICS, INC.".

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.

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TALLAHASSEE, FLORIDA



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Jeffrey W. Bullock, Secretary of State

Authentication: 202152596

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