

F17000001128

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

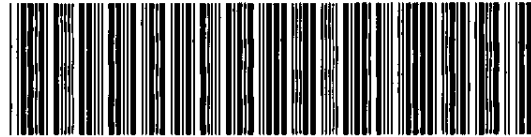
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

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17 MAR -9 PM 4:16

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@kanekessler.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.*

1. Northwest Biotherapeutics, 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. 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)*

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.*

  
*(Registered agent's signature)*

Melissa Zender  
Asst. Vice President

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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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, ou=Northwest Biotherapeutics, c=US, +15  
Date: 2017.03.09 17:04:02 -0500

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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# Delaware

The First State

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SECRETARY OF STATE  
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](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202152596

Date: 03-07-17

# Delaware

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The First State

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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Jeffrey W. Blumbeck, Secretary of State

Authentication: 202152596

Date: 03-07-17

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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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2017 MAR -9 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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Jeffrey W. Bullock, Secretary of State

Authentication: 202152596

Date: 03-07-17