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06-02-2017

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : INCORP SERVICES INC  
Account Number : I20120000007  
Phone : (702) 866-2500  
Fax Number : (702) 866-2689

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: documents@incorp.com

2017 JUN -5 AM 9:16

TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**RedHill Biopharma Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 JUN -5 AM 10:37

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Corporate Filing Menu

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RedHill Biopharma 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:

Joanna Fernandez

Name of Person

InCorp Services, Inc.

Firm/Company

3773 Howard Hughes Parkway Suite 500S

Address

Las Vegas, NV 89169-6014

City/State and Zip code

documents@incorp.com

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

For further information concerning this matter, please call:

Joanna Fernandez for InCorp Services, Inc. at ( 702 ) 866-2500  
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. RedHill Biopharma 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 19, 2017 5. Perpetual  
(Date of incorporation) (Date of duration, if other than perpetual)
6. Upon registration  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 8045 Arco Corporate Drive, Suite 120 Raleigh, NC 27617  
(Principal office address)

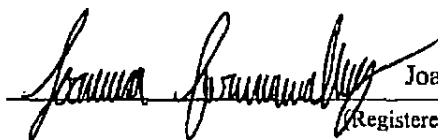
\_\_\_\_\_  
(Current mailing address, if different)

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

Name: InCorp Services, Inc.  
Office Address: 17888 67th Court North  
Loxahatchee, Florida 33470  
(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.*



Joanna Fernandez on behalf of InCorp Services, Inc.

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

**A. DIRECTORS**

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

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

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

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

Director: Todd KrzyzaniakAddress: 8045 Arco Corporate Drive, Suite 120Raleigh, NC 27617

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

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

**B. OFFICERS**

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

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

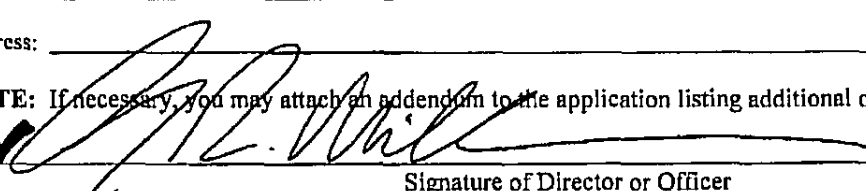
Vice President: Craig MillerAddress: 8045 Arco Corporate Drive, Suite 120Raleigh, NC 27617

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. Craig Miller, Vice President

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDHILL BIOPHARMA 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 SIXTEENTH DAY OF MAY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REDHILL BIOPHARMA INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 2017.

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

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TALLAHASSEE, FLORIDA

IN:



6289454 8300

SR# 20173584998

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

Handwritten signature of Jeffrey W. Bullock, Secretary of State.  
Jeffrey W. Bullock, Secretary of State

Authentication: 202547942

Date: 05-16-17

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