

11/8/2017

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2017-11-08 10:44:31 ST 1212 023573 From Kimberly Laughrey

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6333

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (512)418-6949
Fax Number : (954)208-0845

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

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

HeartFlow, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

2017 NOV -9 PM 12: 19

FILED

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

17 NOV -9 PM 12: 23

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Electronic Filing Menu

Corporate Filing Menu

Help

S. WARREN

NOV 13 2017

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HeartFlow, 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:

Raji Gunasekera

Name of Person

HeartFlow, Inc.

Firm/Company

1400 Seaport Blvd., Building 6

Address

Redwood City, CA, 94083

City/State and Zip code

rgunasekera@heartflow.com

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

For further information concerning this matter, please call:

Raji Gunasekera

Name of Person

at (650) 241-1254

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. HeartFlow, 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. 26-0506743
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/10/2007 5. Perpetual
(Date of incorporation) (Date of duration, if other than perpetual)

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1400 Seaport Blvd., Building B, Redwood City, CA 94063
(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: Kim Laughrey - Asst. Secretary

(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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17 NOV -9 PM 12:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

SEE ATTACHMENT

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

SEE ATTACHMENT

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. Brian Mueller _____

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. Brian Mueller, Attorney In Fact _____

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

FILED
17 NOV -9 PM 12:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED
17 NOV -9 PM 12:23
CLERK OF DISTRICT COURT
JANUARY 1, 1900
TALLAHASSEE, FLORIDA

Officers and Directors

H. Baird Radford III: Chief Financial Officer / Vice President

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Campbell Rogers: Vice President

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Charles Taylor: Vice President / Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Michael Buck: Vice President

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Judith M. O'Brien: Secretary

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

John Stevens: Chief Executive Officer / Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

William Weldon: Chairman of the Board of Directors

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Tom Hawes: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Jeffrey Lightcap: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Lonnie Smith: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Casey Tansey: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Barry Uphoff: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Kent Walker: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Phil Young: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

Christopher Zarins: Director

Address: 1400 Seaport Blvd., Building B, Redwood City, CA, 94063

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CLERK 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 "HEARTFLOW, "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 SIXTH DAY OF NOVEMBER, A.D. 2017.

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.



4386041 8300

SR# 20176950187

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 in a small font.

Authentication: 203522094

Date: 11-06-17

Power of Attorney

NOTICE IS HEREBY GIVEN THAT Heartflow, Inc. ("Company"), Corporation incorporated under the laws of Delaware, does hereby appoint Christine Rein, Kelly Lettman, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Alan Stachura, Nicole Pamell, Sarah Revelle, Ryan Nelson, Ryan Maher, Erin Franceschi, Natalie Pickens, Stephanie Allison, Michelle Dobbs, Jessica Molloy, Lars Fox, Matthew Sawyer, Shannon Diamond, Adam Steimel, Brad Slenker, Teah Griffin, Lauren Miller, Stacey Busch, Tony Spain, Shanna Loness, Collin Giles, Adam Deis, Katie Harman, Amanda Weaver, Paige Frenzle, Mary Novich, Max Bode, Julie Rachford, Vickie Cunningham, Tracy Kellner, Nichol McCroy, Kim Baggett, Kimberly Bowens, Denise Bell, Thomas Anderson, Cristie Myers, Steve Rullis, Jeanne Nelson, Stephanie Boehm, Will Bleir, Rose Song, Leslie Martin, Christine Kelm, Lindsay Plummer, Brian Mueller, Danny Verdecchia and Sierra Burris (but only for so long as each of them, respectively, remains an employee of CT Corporation or an affiliate thereof) as attorney-in-fact for the Company to act for the Company and affiliates and subsidiaries of the Company attached hereto as Exhibit A, specifically incorporated herein by reference ("the Subsidiaries") in the Corporation and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries hereby grants its attorney-in-fact the power to execute the documents necessary to file annual reports, annual registrations, license renewals, change entities' registered agent and registered office, and forms of similar import on behalf of the Corporation and Subsidiaries in any state and the District of Columbia.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Vickie Cunningham, Tracy Kellner, Nichol McCroy, Kim Baggett, Kimberly Bowens, Denise Bell, Thomas Anderson, Cristie Myers, Steve Rullis, Jeanne Nelson, Stephanie Boehm, Will Bleir, Rose Song, Leslie Martin, Christine Kelm, Lindsay Plummer, Brian Mueller, Danny Verdecchia and Sierra Burris shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the 19 day of Oct, 2017
Date Month Year

Signature

RATI GUNASEKERA, CORPORATE
Name, Title CONTROLLER

Sworn to and subscribed before me
this 19 day of Oct, 2017
Date Month Year

Signature of Notary

Notary Public, State of State

Commission Expires: 11/1/2017

(Seal)

CALIFORNIA JURAT WITH AFFIANT STATEMENT
GOVERNMENT CODE § 8202

- ☐ See Attached Document (Notary to cross out lines 1-6 below)
☐ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

1 _____
 2 _____
 3 _____
 4 _____
 5 _____
 6 _____
 7 _____
 8 _____
 9 _____
 10 _____
 Signature of Document Signer No. 1 _____ Signature of Document Signer No. 2 (if any) _____

State of California

County of SAN MATEO

Subscribed and sworn to (or affirmed) before me

on this 19 day of OCTOBER, 2017
 by _____ Date _____ Month _____ Year _____

(1) _____

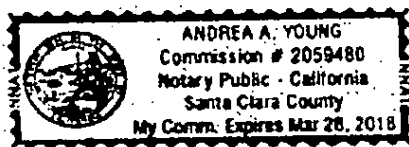
(2) N/A

Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence
 to be the person(s) who appeared before me.

Signature Andrea A. Young
 Signature of Notary Public

Place Notary Seal Above



OPTIONAL

Though this section is optional, completing this information can deter alteration of the document
 or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: POWER OF ATTORNEYDocument Date: 10-19-17 Number of Pages: 1Signer(s) Other Than Named Above: N/A