

1/22/2018

Division of Corporations

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
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: _____

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SECTION OF CLERK
DIVISION OF CORPORATIONS
18 JAN 22 AM 8:53**FOREIGN PROFIT/NONPROFIT CORPORATION****Sage Therapeutics, Inc.**

Certificate of Status	0
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sage Therapeutics, 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:

Mike Flanagan

Name of Person

Sage Therapeutics, Inc.

Firm/Company

215 First St

Address

Cambridge, MA 02421

City/State and Zip code

mike.flanagan@sagerx.com

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

For further information concerning this matter, please call:

Mike Flanagan

at (617) 949-4201

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. Sage Therapeutics, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 27-4486580

(FEL number, if applicable)

4. 4/16/2010

(Date of incorporation)

5.

(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. 215 First Street, Cambridge, MA 02142

(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

(City)

, Florida 33324

(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:

Kristin Bolden

Kristin Bolden
Assistant 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.

18 JAN 22 AM 8:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 22 AM 8:53

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeffrey Jonas

Address: 215 First Street, Cambridge, MA 02142

Director: Kevin P. Starr

Address: 215 First Street, Cambridge, MA 02142

B. OFFICERS

President: Jeffrey Jonas

Address: 215 First Street, Cambridge MA 02142

Vice President: _____

Address: _____

Secretary: Anne Marie Cook

Address: 215 First Street, Cambridge, MA 02142

Treasurer: Kimi Iguchi

Address: 215 First Street, Cambridge, MA 02142

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

12. Anne Marie Cook
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. Anne Marie Cook, Secretary

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

FLORIDA ADDENDUM
SAGE THERAPEUTICS, INC
ADDITIONAL DIRECTORS

STATE OF FLORIDA
DIVISION OF CORPORATIONS
18 JAN 22 AM 8:53

1. James M. Frates
215 First Street
Cambridge, MA 02142
2. Michael F. Cola
215 First Street
Cambridge, MA 02142
3. Steven Paul
215 First Street
Cambridge, MA 02142
4. Geno Germano
215 First Street
Cambridge, MA 02142
5. Asha Nayak, M.D., PH.D.
215 First Street
Cambridge, MA 02142

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAGE THERAPEUTICS, 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 SEVENTEENTH DAY OF JANUARY, A.D. 2018.

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.

18 JAN 22 AM 8:53
SECRETARY OF STATE
DIVISION OF CORPORATION



4812455 8300

SR# 20180293804

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 201980244

Date: 01-17-18