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(Requestor's Name)

(Address)

(Address)

2

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

3

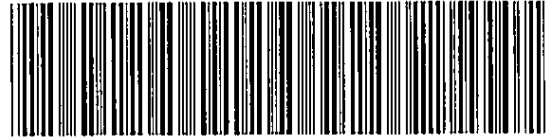
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SEP 26 2019

✓

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

ACCOUNT NO. : I20000000195

REFERENCE : 933275 5124243

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 2019

ORDER TIME : 9:07 AM

ORDER NO. : 933275-005

CUSTOMER NO: 5124243

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2019 SEP 25 PM 4:45
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: CYMABAY THERAPEUTICS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CymaBay 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:

Paul Quinlan

Name of Person

CymaBay Therapeutics, Inc.

Firm/Company

7575 Gateway Boulevard, Suite 110

Address

Newark, California 94560

City/State and Zip code

pquinlan@cymabay.com

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

For further information concerning this matter, please call:

Paul Quinlan

510

293-8800

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. CymaBay Therapeutics, 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. 94-3103561
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/5/1988 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)
6. upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 7575 Gateway Blvd., Ste. 110, Newark, CA 94560
(Principal office address)
- (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 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.

Corporation Service Company

By: Roxanne Turner

(Registered agent's signature)

Roxanne Turner
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.

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

A. DIRECTORS

Chairman: Robert J. Wills, Ph.D. ✓

Address: 7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Vice Chairman: N/A

Address:

Director: Carl Goldfischer, M.D. ✓

Address: 7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Director: Caroline Loewy ✓

Address: 7575 Gateway Boulevard, Suite 110, Newark, CA 94560

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B. OFFICERS

President: Sujal Shah ✓

Address:

Vice President: N/A

Address:

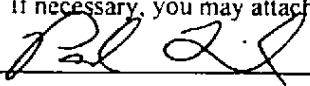
Secretary: Paul Quinlan ✓

Address: 7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Treasurer: N/A

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. Paul Quinlan, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

Addendum to CymaBay Therapeutics, Inc.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

Section 11 – A - Directors

Director - Evan A. Stein, M.D., Ph.D. ✓

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Director - Paul F. Truex

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Director - Kurt von Emster

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Director - Robert J. Weiland ✓

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Director – Sujal Shah ✓

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Section 11 – B - Officers

President and Chief Executive Officer – Sujal Shah ✓

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Senior Vice President, Chief Scientific Officer - Charles McWherter, Ph.D.

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Chief Regulatory and Compliance Officer - Klara Dickinson

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Vice President, Finance – Daniel Menold

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

Chief Commercial Officer – Janet Dorling

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

General Counsel and Secretary – Paul Quinlan ✓

7575 Gateway Boulevard, Suite 110, Newark, CA 94560

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TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYMABAY 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CYMABAY THERAPEUTICS, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 1988.

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

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2019 SEP 25 PM 4:45
SECRETARY OF STATE
DELAWARE




Jeffrey W. Bullock, Secretary of State

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SR# 20197205238

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Date: 09-24-19