

F20000002335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

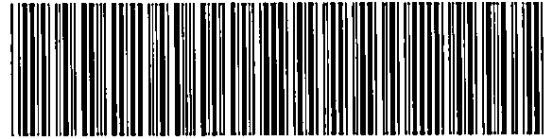
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



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FILED

2020 NOV 10 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2020 NOV 10 PM 2:06

OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for X

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

ACCOUNT NO. : I20000000195

REFERENCE : 464221 4308005

AUTHORIZATION :

COST-LIMIT : \$ 43.75

[Handwritten Signature]

ORDER DATE : October 21, 2020

ORDER TIME : 9:46 AM

ORDER NO. : 464221-045

CUSTOMER NO: 4308005

FOREIGN FILINGS

NAME: SANDOZ INC.

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER: _____

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Sandoz Inc.

Name of Corporation

DOCUMENT NUMBER: F20000002335

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dawn Hall, Paralegal

Name of Contact Person

Troutman Pepper

Firm/Company

400 Berwyn Park, 899 Cassatt Road

Address

Berwyn, PA 19312

City/State and Zip Code

dawn.hall@troutman.com

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

For further information concerning this matter, please call:

Dawn Hall

Name of Contact Person

at (610) 640-5435

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



RECEIVED

2020 NOV 17 PM 2:21

FLORIDA DEPARTMENT OF STATE
Division of Corporations

120A00022589
TALLAHASSEE, FLORIDA

November 12, 2020

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: SANDOZ INC.
Ref. Number: F20000002335

We have received your document for SANDOZ INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 120A00022589

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The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F20000002335

(Document number of corporation (if known))

1. Sandoz Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Colorado

(Incorporated under laws of)

3. 05/21/2020

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

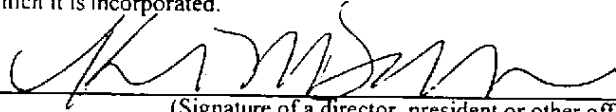
8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

FILED
2020 NOV 10 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Karen McDonnell

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A COLORADO CORPORATION UNDER THE NAME OF "SANDOZ INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2020, AT 1:26 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7944830 8100V
SR# 20208329348

Authentication: 204050157
Date: 11-10-20

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:26 PM 07/30/2020
FILED 01:26 PM 07/30/2020
SR 20206494669 - File Number 7944830

CERTIFICATE OF CONVERSION
OF
SANDOZ INC.
(a Colorado corporation)
TO
SANDOZ INC.
(a Delaware corporation)

The undersigned authorized officer of Sandoz Inc., a Colorado corporation (the "**Foreign Corporation**"), in order to convert the Foreign Corporation to Sandoz Inc., a Delaware corporation (the "**Delaware Corporation**"), pursuant to Section 265 of the Delaware General Corporation Law does hereby certify as follows:

1. The date on which the Foreign Corporation was first incorporated is May 28, 1975.
2. The jurisdiction where the Foreign Corporation was first incorporated is Colorado.
3. The name of the Foreign Corporation immediately prior to the filing of this Certificate of Conversion is "Sandoz Inc."
4. The type of entity of the Foreign Corporation immediately prior to the filing of this Certificate of Conversion is a corporation.
5. The name of the Delaware Corporation as set forth in its Certificate of Incorporation is "Sandoz Inc."

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Foreign Corporation has executed this Certificate of Conversion on this 30th day of July, 2020.

DocuSigned by:
By: Karen McDonnell
B467BA45A1A34B4

Name: Karen Mc Donnell
Title: Vice President & General Counsel, NA

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SANDOZ INC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2020, AT 1:26 O`CLOCK P.M.



7944830 8100
SR# 20208329348

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.

Authentication: 204050158
Date: 11-10-20

CERTIFICATE OF INCORPORATION

OF

SANDOZ INC.

FIRST: The name of the Corporation is Sandoz Inc. (the “Corporation”).

SECOND: The address of the Corporation’s registered office in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same may be amended from time to time (the “DGCL”).

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

PHS Corporate Services, Inc.
1313 N. Market Street, Suite 5100
Wilmington, Delaware 19801

SIXTH: The original bylaws of the Corporation shall be adopted by the incorporator. Thereafter, the directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SEVENTH: The election of the directors of the Corporation need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of stockholders may be held within or outside the State of Delaware, as the bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors of the Corporation or in the bylaws of the Corporation.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director’s duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this ARTICLE EIGHTH by the

stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation (or any of its subsidiaries) to the Corporation or any of the Corporation's stockholders or (iii) any action asserting a claim arising pursuant to any provision of the DGCL or this Certificate of Incorporation or the bylaws of the Corporation.

* * * * *

THE UNDERSIGNED, being the incorporator for the purpose of forming a corporation pursuant to Chapter I, Title 8, of the Delaware Code, entitled "General Corporation Law of the State of Delaware," and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that said instrument is her act and deed and that the facts stated herein are true, and accordingly executed this Certificate of Incorporation on July 30, 2020.

PHS Corporate Services, Inc.,
Incorporator

Dawn A. MacFarline

By: _____

Name: Dawn A. MacFarline

Title: Secretary