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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

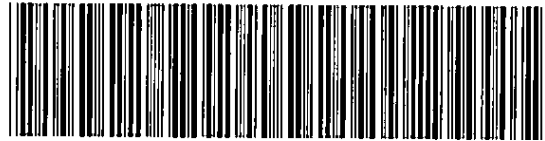
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S. ROBERTS

JAN 11 2022

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Axsome 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:

Nick Pizzie, Chief Financial Officer

Name of Person

Axsome Therapeutics, Inc.

Firm/Company

22 Cortlandt Street, 16th Floor

Address

New York, NY 10007

City/State and Zip code

npizzie@axsome.com

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

For further information concerning this matter, please call:

Nick Pizzie

at (908) 977-1911

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- ☐ \$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. Axsome 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. 45-4241907

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

(FEI number, if applicable)

4. 01/12/2012

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. 22 Cortlandt Street, 16th Floor, New York NY 10007

(Principal office street 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, Florida 32301
(City) (Zip code)

2022 JAN 10 AM 10:00
TALLAHASSEE, FL
CORPORATION SERVICE COMPANY

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: Alexis Weir assistant vice president
(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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☒ Chairman Name: Herriot Tabuteau
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☐ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☒ Other CEO _____ ☐ Other _____

☐ Chairman Name: Nick Pizzie
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☐ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☒ Other CFO _____ ☐ Other _____

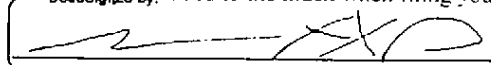
☐ Chairman Name: Mark Jacobson
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☐ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☒ Secretary _____ ☐ Treasurer _____
☒ Other COO _____ ☐ Other _____

☐ Chairman Name: Mark Coleman
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☒ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: Roger Jeffs
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☒ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: Mark Saad
☐ Vice Chairman Address: 22 Cortlandt Street, 16th Floor
☒ Director New York, NY 10007
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals ~~are not~~ added to the index when filing your Florida Department of State Annual Report form.

12.  _____
1AD1C865D66A403 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. Nick Pizzie, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AXSOME 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 SEVENTH DAY OF JANUARY, A.D. 2022.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AXSOME THERAPEUTICS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JANUARY, A.D. 2012.

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



5091162 8300

SR# 20220061386

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: 202342685

Date: 01-07-22