

F22000003775

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

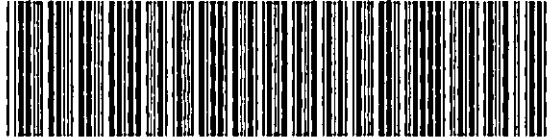
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2022 MAY 18 PM 12:22

FILED

S. FRANKLIN
MAY 21 2022

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Virios 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:

Wendy M. Pinner

Name of Person

Tanner & Guin, LLC

Firm/Company

2711 University Blvd. Suite 201

Address

Tuscaloosa, AL 35401

City/State and Zip code

wendy@tannerguin.law ; angela@virios.com

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

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For further information concerning this matter, please call:

Wendy M. Pinner

at (205) 633-0237

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. Virios 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. 85-4314201
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/16/2020 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. February 1, 2021
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 44 Milton Avenue, Alpharetta, GA 30009
(Principal office street address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Angela Walsh

Office Address: 4281 E County Hwy 30A, Unit 206, Box 5

Santa Rosa Beach, Florida 32459
(City) (Zip code)

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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.

Angela Walsh
(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: Greg Duncan
 Vice Chairman Address: 44 Milton Avenue
 Director Alpharetta, GA 30009
 President _____
 Vice President _____
 Secretary Treasurer
 Other CEO Other _____

Chairman Name: Ralph Grosswald
 Vice Chairman Address: 44 Milton Avenue
 Director Alpharetta, GA 30009
 President _____
 Vice President _____
 Secretary Treasurer
 Other Senior VP of Operations Other _____

Chairman Name: R. Michael Gendreau, MD, Ph.D
 Vice Chairman Address: 44 Milton Avenue
 Director Alpharetta, GA 30009
 President _____
 Vice President _____
 Secretary Treasurer
 Other Chief Medical Officer Other _____

Chairman Name: Angela Walsh
 Vice Chairman Address: 4281 E County Hwy 30A
 Director Unit 206, Box 5
 President Santa Rosa Beach, FL 32459
 Vice President _____
 Secretary Treasurer
 Other Sr VP of Finance Other _____

Chairman Name: Richard Burch
 Vice Chairman Address: 44 Milton Avenue
 Director Alpharetta, GA 30009
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: Abel De La Rosa, Ph.D
 Vice Chairman Address: 44 Milton Avenue
 Director Alpharetta, GA 30009
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

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Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. Angela Walsh
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. Angela Walsh, Senior Vice President of Finance
(Typed or printed name and capacity of person signing application)

VIRIOS THERAPEUTICS, INC.

ADDITIONAL DIRECTORS

APPLICATION BY FOREIGN CORPORATION FOR QUALIFICATION IN FLORIDA

William L. Pridgen, MD
44 Milton Avenue
Alpharetta, GA 30009

David Keefer
44 Milton Avenue
Alpharetta, GA 30009

John C. Thomas, Jr.
44 Milton Avenue
Alpharetta, GA 30009

Richard J. Whitley, MD
44 Milton Avenue
Alpharetta, GA 30009

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Delaware

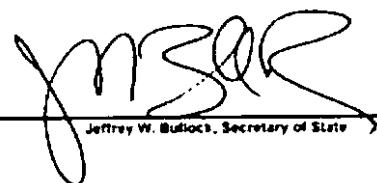
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRIOS 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 FIFTEENTH DAY OF APRIL, A.D. 2022.

2022 MAY 18 PM 12: 22




Jeffrey W. Bullock, Secretary of State

4468164 8300

SR# 20221433935

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

Authentication: 203188264

Date: 04-15-22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2022

WENDY M PINNER
2711 UNIVERSITY BLVD STE 201
TUSCALOOSA, AL 35401 US

SUBJECT: VIRIOS THERAPEUTICS, INC.
Ref. Number: W22000059729

We have received your document for VIRIOS THERAPEUTICS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$150.00.

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) 245-6051.

Sharon D Franklin
Regulatory Specialist II

Letter Number: 422A00010652

RECEIVED
MAY 18 2022