

F24000005465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

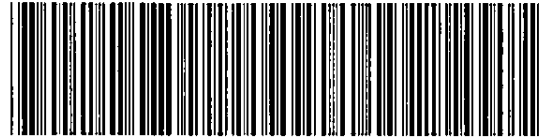
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APPROVED
AND
FILED
2024 OCT 30 PM 4:34
2024 OCT 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FL 32399

OCT 30 2024

K. Brumbley

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: JENA 10/30

XX **CERTIFIED COPY**

PHOTOCOPY

CUS

XX **FILING**

FOREIGN INC

1. **KLOTHEA BIO, INC.**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Klothea Bio, 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:

Jeffrey B. Madden

Name of Person

Klothea Bio, Inc.

Firm/Company

195 NW 40th Street

Address

Miami, FL 33127

City/State and Zip code

Jeff@advantagetherapeutics.com

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

For further information concerning this matter, please call:

Elizabeth Czech

at (617) 832-7235

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. Klothia Bio, 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. 99-5094983
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 26, 2024 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 195 NW 40th Street, Miami, FL 33127
(Principal office street address)
- (Current mailing address, if different)

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

Name: Jeffrey B. Madden
Office Address: 195 NW 40th Street
Miami, Florida 33127
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

DocuSigned by:

Jeff Madden

(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: Jeffrey B. Madden

☐ Vice Chairman Address: 195 NW 40th Street

☒ Director Miami, FL 33127

☒ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: Agustin Fernandez Santana III

☐ Vice Chairman Address: 195 NW 40th Street

☒ Director Miami, FL 33127

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☒ Other CEO ☐ Other _____

☐ Chairman Name: Olivier Jarry

☐ Vice Chairman Address: 195 NW 40th Street

☐ Director Miami, FL 33127

☐ President _____

☐ Vice President _____

☐ Secretary ☒ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: David L. Renauld

☐ Vice Chairman Address: c/o Foley Hoag LLP

☐ Director 155 Seaport Blvd.

☐ President Boston, MA 02210

☐ Vice President _____

☒ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: Walter Schmidt

☐ Vice Chairman Address: 195 NW 40th Street

☒ Director Miami, FL 33127

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ 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 may be added to the index when filing your Florida Department of State Annual Report form.

12. Jeff Madden
OC52E1487FA14F8 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. Jeffrey B. Madden, President
(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 "KLOTHEA BIO, 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 THIRTIETH DAY OF OCTOBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KLOTHEA BIO, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2024.

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



5285542 8300

SR# 20244082058

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: 204755795

Date: 10-30-24