

**F2400005855**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H24000375962 3)))



H240003759623ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : COMPUTERSHARE  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

2624 NOV 12 AM 11:54

LEGID

OFFICE

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Alpha Cognition USA, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

T. LEMIEUX

NOV 13 2024

RECEIVED

NOV 12 11 20 24

NOV 12 11 20 24

## 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. Alpha Cognition USA, 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. Texas 3. \_\_\_\_\_  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/08/2022 5. \_\_\_\_\_  
 (Date of incorporation) (Date of duration, if other than perpetual)

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

7. 1452 Hughes Rd Suite 200, Grapevine, TX 76051  
 (Principal office street address)

\_\_\_\_\_  
 (Current mailing address, if different)

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

Name: Corporate Creations Network Inc.  
 Office Address: 801 US Highway 1  
North Palm Beach, Florida 33408  
 (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.*



Saray Djidji, Special Secretary

(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]:

2024 NOV 12 AM 11:54  
 DEPT OF STATE  
 FILED

**A. DIRECTORS**

☐ Chairman Name: Michael McFadden  
☐ Vice Chairman Address: 20009 Fiddler's Green Rd  
☐ Director Frisco, TX 75036  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other CEO ☐ Other \_\_\_\_\_

☐ Chairman Name: Kenneth Cawkell  
☐ Vice Chairman Address: 316 - 2 Riaissance Sq  
☒ Director New Westmister, BC v3M 6K3  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Len Mertz  
☐ Vice Chairman Address: 417 W Concho Ave  
☒ Director San Angelo, TX 76903  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Philip Mertz  
☐ Vice Chairman Address: 4 Jefferson Run Road  
☒ Director Great Falls, VA 22066  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Rob Baski  
☐ Vice Chairman Address: 15543 Oxenham Ave  
☒ Director White Rock, BC V4B 2J2  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: John Havens  
☐ Vice Chairman Address: 2960 Lazy Lane Blvd  
☒ Director Houston, TX 77019  
☐ 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. Saray Djidji, Attorney in Fact

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. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

**Alpha Cognition USA, Inc.**

CONT. 11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors:

Lauren D'Angelo  
Chief Operating Officer  
1452 Hughes Rd Suite 200  
Grapevine, TX 76051

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Jane Nelson  
Secretary of State

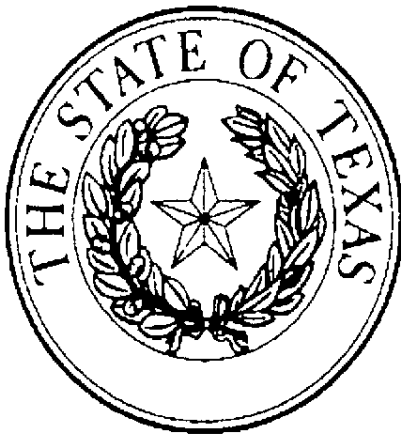
## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Alpha Cognition USA, Inc. (file number 804493646), a Domestic For-Profit Corporation, was filed in this office on March 08, 2022.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 12, 2024.



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson  
Secretary of State