

M19000011752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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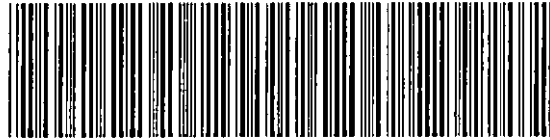
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC 11 PM 4:26
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DEC 12 2019



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/11/2019

Name: Merritt Walker

Reference #: 1160869

Entity Name: PRV HOLDCO LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$155

Signature: *MW*

2019 DEC 11 PM 11:00

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRV HOLDCO LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Wayne Holman

Name of Person

c/o Ridgeback Biotherapeutics L.P.

Firm/Company

3162 Commodore Plaza, Suite 3E

Address

Coconut Grove, Florida 33133

City/State and Zip Code

Wayne@ridgebackcap.com

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

For further information concerning this matter, please call:

Wayne Holman

212

624-2567

Name of Contact Person

at () Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

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

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☒ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

2013 FEB 11 11:11:00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PRV HOLDCO LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (T.I. number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 3162 Commodore Plaza 6. 3162 Commodore Plaza
(Street Address of Principal Office) (Mailing Address)

Suite 3E Suite 3E

Coconut Grove, Florida 33133 Coconut Grove, Florida 33133

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

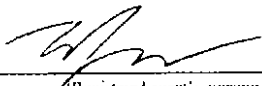
Name: Wayne Holman

Office Address: 3162 Commodore Plaza, Suite 3E

Coconut Grove 33133
(City) Florida (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


(Registered agent's signature)

2019 DEC 11 7:11:00

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: **Name and Address:**

☐ Manager Name: Ridgeback Biotherapeutics L.P.

☒ Member Address: 3162 Commodore Plaza

☐ Authorized Suite 3E

Person Coconut Grove, Florida 33133

☐ Other ☐ Other

Title or Capacity: **Name and Address:**

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other ☐ Other

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other ☐ Other

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other ☐ Other

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other ☐ Other

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ 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.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.



 Signature of an authorized person

Wayne Holman

 Typed or printed name of signer

Delaware

The First State

Page 1


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRV HOLDCO LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRV HOLDCO LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2019.

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

2019 DEC 11 14:00




Jeffrey W. Bullock, Secretary of State

7721822 8300

SR# 20198491318

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

Authentication: 204157572

Date: 12-06-19