

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2815

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Merck Sharp & Dohme Corp.
2. It is incorporated under the laws of New Jersey
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is December 19, 1935 and the period of its duration is perpetual
5. The address of its principal office is One Merck Drive, Whitehouse Station, New Jersey 08889-0100
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway Suite 7A
(Street Address, not P.O. Box)
East Providence, RI 09214 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of pharmaceutical products.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	<u>Please see attached.</u>	
Director		
Director		
Director		

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SECRETARY OF STATE
CORPORATIONS DIV

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Please see attached.	
Vice President		
Treasurer		
Secretary		

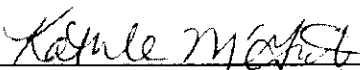
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000,000	Common		\$1.00

10. (a) \$ **14,205,768,285** = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ **397,756** = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) **.002** % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}
11. (a) \$ **14,595,076,531** = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ **4,246,204** = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) **.029** % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: **February 12, 2014**



Signature of Authorized Officer of the Corporation

Kathleen McGrath, Assistant Secretary

Type or Print Name of Authorized Officer

Merck Sharp & Dohme Corp. Directors and Officers

Appointment	Name	Address
Director	John Canan	One Merck Drive, Whitehouse Station, NJ 08889-0100
Director	Mark McDonough	One Merck Drive, Whitehouse Station, NJ 08889-0100
Director	Geralyn Ritter	One Merck Drive, Whitehouse Station, NJ 08889-0100
President	John Canan	One Merck Drive, Whitehouse Station, NJ 08889-0100
Vice President and Treasurer	Mark McDonough	One Merck Drive, Whitehouse Station, NJ 08889-0100
Vice President, Tax	Robert McGovern	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Secretary, Tax	Arthur Ceconi, Jr.	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Treasurer	Joseph Promo	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Treasurer	Juanita Lee	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Treasurer	Stephen Propper	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Treasurer	Mark Simon	One Merck Drive, Whitehouse Station, NJ 08889-0100
Secretary	Geralyn Ritter	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Secretary	Katie Fedosz	One Merck Drive, Whitehouse Station, NJ 08889-0100

Assistant Secretary	Jon Filderman	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Secretary	Kathleen McGrath	One Merck Drive, Whitehouse Station, NJ 08889-0100
Assistant Secretary	Cheryl Vesselli	One Merck Drive, Whitehouse Station, NJ 08889-0100

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

MERCK SHARP & DOHME CORP.

7954401000

With the Previous or Alternate Name

SCHERING CORPORATION (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 19, 1935.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*The Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628*



Certification# 131146967

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
12th day of February, 2014*

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp