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 02904-2615

2015 MAY 28 PM 12:28

SECRETARY OF STATE CORPORATIONS DIV

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 **Vapotherm, Inc.**
2. It is incorporated under the laws of **Delaware**
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 **03/12/2013** and the period of its duration is **Perpetual**
5. The address of its principal office is **22 Industrial Drive, Exeter, NH 03833**
6. The address of its proposed registered office in Rhode Island is **222 Jefferson Boulevard, Suite 200**
   (Street Address, not P.O. Box)

   Warwick (City/Town), RI **02888** (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is **Corporation Service Company**
   (Name of Agent)

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

   Sale of medical devices

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	See ATTACHED	
Director		
Director		
Director		

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By 249763

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Form No. 150
Revised: 06/11

(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).

	Name	Address
President	Joseph Army	22 Industrial Drive, Exeter, NH 03833
Vice President		
Treasurer		
Secretary	John Landry	22 Industrial Drive, Exeter, NH 03833

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,644,294	Common		0.11
36,185,706	Preferred	A	0.11
24,270,000	Preferred	B	0.11

10. (a) $ 19,599,000.00 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) $ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = 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) $ 20,000,000.00 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) $ 100,000 = 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) 0.5 % = 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: 3/13/15

[signature]

Signature of Authorized Officer of the Corporation

John Landry, Secretary

Type or Print Name of Authorized Officer

VAPOTHERM INC. BOARD OF DIRECTORS

Name	Address
Neal Armstrong	1205 Saint Emilion Court, Southlake TX 76092
Tony Arnerich	Arnerich Massena, 2405 NE Martin Luther King Jr Blvd, Portland OR 97212
Sam Brasch	Kaiser Permanente Ventrues, One Kaiser Plaza, 22nd Floor, Oakland, CA 94612
Jason Lettmann	Morgenthaler, 485 Ramona Stree, Palo Alton, CA 94301
James Liken	One Beaver Creek, Unit 43, 15 West Thomas Place, Beaver Creek, CO 81620
Geoff Pardo	Glide Healthcare Partners, 222 3rd Street, Suite 1321, Cambridge, MA 02142
Craig Reynolds	1046 Middlebrook Way, Kennesaw, GA 30152
Michael Ward	QuestMark Partners, One South Street, Suite 800, Baltimore, MD 21202

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VAPOTHERM, 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 TWENTY-SECOND DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VAPOTHERM, INC." WAS INCORPORATED ON THE TWELFTH DAY OF MARCH, A.D. 2013.

2015 MAY 28 PM 12:29

SECRETARY OF STATE
CORPORATIONS DIV

SECRETARY OF STATE DELAWARE 1776 1976

Jeffrey W. Bullock, Secretary of State

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AUTHENTICATION: 2404469

DATE: 05-22-15