

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 JAN 25 AM 9:19

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 Apollo Endosurgery, 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:

Apollo Endosurgery, Inc

4. The date of its incorporation is 9/1/05 and the period of its duration is Perpetual

5. The address of its principal office is 1120 S Capital of TX Hwy, 1-300, Austin, TX 78746

6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Ste 7A
(Street Address, not P.O. Box)

East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island is
(City/Town) (Zip Code)

that address is National Registered Agent Inc.
(Name of Agent)

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

Sales and distribution 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 for full list	9:42 AM
Director		FILED
Director		MAR 01 2016
Director		

By 268989

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(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	<u>See attached for full list</u>	
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>
<u>see attached for complete list</u>			

10. (a) \$ 7,250,000 = 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) \$ 100,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 10,000 = 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 % = 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 Upon 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: 1/18/16


Signature of Authorized Officer of the Corporation

Stefanie Cavanaugh

Type or Print Name of Authorized Officer

Apollo Endosurgery, Inc.

Board of Directors

Name	Address	Title
Todd Newton	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Matthew Crawford	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Rick Anderson	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Rich Meelia	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Chairman of Board and Officer
John Creecy	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Jack Nielsen	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Bruce Robertson	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Bill McClellan	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director
Kent McGaughy	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Board Director

Officers

Todd Newton	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	CEO
Dennis McWilliams	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	President and Chief Commercial
Stefanie Cavanaugh	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	CFO, Treasurer and Secretary
Charles Tribie	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Executive VP of Operations
Charlie Dean	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	VP of R&D
Laura LeBoeuf	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	VP of Clinical/Regulatory/Quality
Boris Fischer	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	VP, Commerical Supply Chain &
Bret Schwartzoff	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	VP, US Sales
Mark Weeks	1120 South Capital of Texas Hwy, 1-300, Austin, TX 78746	Assistant Secretary

Share Class

Share Class	Shares Authorized	Shares Issued	Par Value
Common	137,926,726	2,690,389	\$0.0001
Series A	10,006,345	9,588,891	\$0.0001
Series B	45,431,126	45,431,125	\$0.0001
Series C	52,137,271	48,455,687	\$0.0001

Delaware

The First State

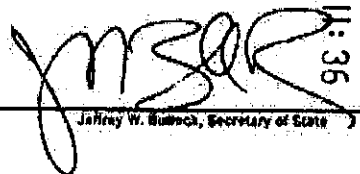
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APOLLO ENDOSURGERY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 2015.

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SECRETARY OF STATE
CORPORATIONS DIV
2016 JAN 25 AM 9:20

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2016 FEB 16 AM 11:36




Jeffrey W. Bullock, Secretary of State

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SR# 20151357262

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

Authentication: 10635531

Date: 12-17-15