



State of Rhode Island and Providence Plantations

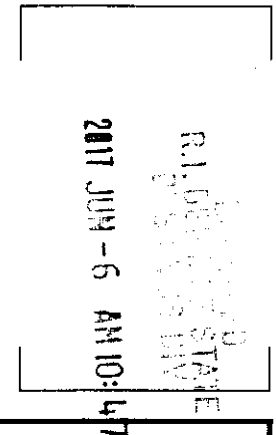
Department of State - Business Services Division

Certificate of Authority

FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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: RedHill Biopharma 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: 1/19/2017 And the period of its duration is: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 8045 Arco Corporate Drive, Suite 120, Raleigh, NC 27617		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name InCorp Services, Inc. Street Address (NOT a P.O. Box) 222 Jefferson Blvd., Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

MAIL TO:

Division of Business Services

148 W. River Street Providence Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

JUN 06 2017

10:47

BY *[Signature]* 305 304

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

Pharmaceutical Services

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
Todd Krzyzaniak	8045 Arco Corporate Drive, Suite 120, Raleigh, NC 27617

Check the box to indicate an attachment. ☐

8. (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):

OFFICE	NAME	ADDRESS
PRESIDENT		
VICE PRESIDENT	Craig Miller	8045 Arco Corporate Drive, Suite 120 Raleigh, NC 27617
TREASURER		
SECRETARY		

Check the box to indicate an attachment. ☐

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 STATE NO PAR VALUE
1,000	Common		\$0.001

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

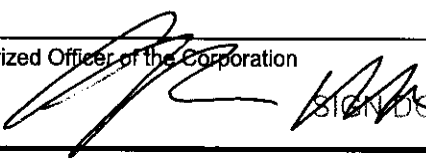
\$ 100,000.00

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 2,000.00

(c) Estimate, as a percentage, 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. Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

2 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. <div style="text-align: center;">\$ 10m _____</div>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year. <div style="text-align: center;">\$ 200k _____</div>
(c) Estimate, as a percentage , the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <div style="text-align: center;">2 _____ %</div>	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____	
<i>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.</i>	
Type or Print Name of Authorized Officer Craig Miller	Date 05/16/2017
Signature of Authorized Officer of the Corporation <div style="text-align: center;">  <div style="display: inline-block; vertical-align: middle; text-align: center;"> SIGN DOCUMENT HERE _____ </div> </div>	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDHILL BIOPHARMA 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 SIXTEENTH DAY OF MAY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REDHILL BIOPHARMA INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 2017.

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



6289454 8300

SR# 20173584998

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock Secretary of State" is printed.

Authentication: 202547942

Date: 05-16-17



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

June 06, 2017 10:47 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

