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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: Heron Therapeutics, 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: 2/5/1987		
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: 4242 Campus Point Ct, Suite 200, San Diego, CA 92121		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name Corporation Service Company		
Street Address (<u>NOT</u> a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town warwick	State RHODE ISLAND	Zip Code 02888

 RECEIVED
 SECRETARY OF STATE
 CORPORATIONS DIV
 2017 DEC -4 AM 11:04
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

11:04 DEC 04 2017

BY le 319008

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

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
See attached	

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	See attached	
VICE PRESIDENT		
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
100,000,000	common		0.01
2,500,000	preferred		0.01

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:
\$ 10,512,000

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:
\$ 0

(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.

0
_____%

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.

\$ 21,993,000

(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.

\$ 0

(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. *Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.*

0 %

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**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the day of 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.

Type or Print Name of Authorized Officer
David Szekeres

Date
10/25/17

Signature of Authorized Officer of the Corporation

DocuSigned by:
SIGN DOCUMENT HERE

Officers and Directors

Officer/Director Name	Title	Address
Barry D. Quart, Pharm.D.	Chief Executive Officer and <u>Director</u>	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Christian Waage	Director	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Craig A. Johnson	Director	4242 Campus Point Court, Suite 200, San Diego, CA 92121
John W. Poyhonen	Director	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Kevin C. Tang	Chairman	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Robert H. Rosen	President and <u>Director</u>	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Robert Hoffman	Senior VP, Finance and Chief Financial Officer	4242 Campus Point Court, Suite 200, San Diego, CA 92121
David L. Szekeres	Senior VP, General Counsel, Business Development and Secretary	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Kimberly J. Manhard	Executive VP, Drug Development	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Sean T. Ristine	VP, Human Resources	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Thomas B. Ottoboni, Ph.D.	Senior VP, Pharmaceutical and Preclinical Research and Development	4242 Campus Point Court, Suite 200, San Diego, CA 92121
Anita Gupta, DO, PharmD	Senior VP, Medical Strategy and Government Affairs	4242 Campus Point Court, Suite 200, San Diego, CA 92121

Delaware

The First State

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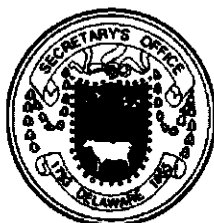
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERON THERAPEUTICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2017.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HERON THERAPEUTICS, INC." WAS INCORPORATED ON THE FIFTH DAY OF FEBRUARY, A.D. 1987.

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

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SECRETARY OF STATE
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SR# 20175025901

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202807217

Date: 06-29-17



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:

December 04, 2017 11:04 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

