



State of Rhode Island and Providence Plantations
Department of State - Business Services Division


RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2018 AUG 21 PM 12:00

Statement of Change of Agent

DOMESTIC or FOREIGN Business Corporation

→ Filing Fee: \$20.00

Pursuant to the provisions of RIGL 7-1.2-502 or 7-1.2-1409 the undersigned corporation submits the following statement for the purpose of changing its registered agent in the State of Rhode Island:


| | | | |
|--|--|--|-----------|
| 1. Entity ID Number 000119258 | | 2. Exact Name of the Corporation CYBERONICS, INC. | |
| 3. The address of the registered office as PRESENTLY shown in the records on file with the RI Department of State: Street Address 450 Veterans Memorial Parkway, Suite 7A | | | |
| City/Town: East Providence | | State RHODE ISLAND | Zip 02914 |
| 4. The name of the registered agent as PRESENTLY shown in the records on file with the RI Department of State: NATIONAL REGISTERED AGENTS, INC. | | | |
| 5. The address of the NEW registered office is: Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200 | | | |
| City/Town: Warwick | | State RHODE ISLAND | Zip 02888 |
| 6. The name of the NEW registered agent is: Universal Registered Agents, Inc. | | | |
| 7. Date when this Statement of Change of Registered Agent will be effective: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 30 days from the day of filing) _____ | | | |
| Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, and that all statements contained herein are true and correct. | | | |
| Name of Authorized Officer of the Corporation Joanne Caswell | | Date 8-13-18 | |
| Signature of Authorized Officer of the Corporation  SIGN DOCUMENT HERE | | | |

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

AUG 21 2018 12:00

BY 

119258

LIMITED POWER OF ATTORNEY

BE IT KNOWN, that Taylor Pollock, Secretary, of Cyberonics, Inc., has made and appointed, and by these presents does make and appoint Joanne Caswell of Continental Corporate Services, Inc. true and lawful attorney for her and in her name, place and stead, for the following specific and limited purposes of signing the documents required by the jurisdictions to change the registered agent and registered office for each of the entities on the attached list to Universal Registered Agents, Inc. Giving and granting said attorney, full power and authority to do and perform all and every act and thing whatsoever necessary to be done in and about the specific and limited premises (set out herein) as fully, to all intents and purposes, as might or could be done if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of July 2018

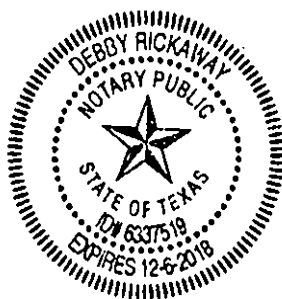

Taylor Pollock, Secretary


State of Texas

County of Harris

BEFORE ME, the undersigned authority, on this day personally appeared Taylor Pollock, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary for Cyberonics, Inc., on behalf of said Delaware corporation.

GIVEN UNDER MY HAND and seal of office this 31st day of July, 2018.




Notary Public
State of Texas
My Commission Expires: December 6, 2018