



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

2019 MAY 21 PM 4:04  
CORPORATION  
STATE OF RHODE ISLAND  
RECEIVED

**Application for Certificate of Authority**  
**FOREIGN Business 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: <b>Celularity Inc.</b>		
2. It is incorporated under the laws of: <b>Delaware</b>		
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: <b>8/29/2016</b> And the period of its duration is: <b>CHECK ONE BOX ONLY</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: <b>33 Technology Drive South, Warren, NJ 07059</b>		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name <b>Corporation Service Company</b> Street Address ( <u>NOT</u> a P.O. Box) <b>222 Jefferson Boulevard, Suite 200</b> City/Town <b>Warwick</b> State <b>RHODE ISLAND</b> Zip Code <b>02888</b>		

MAIL TO:  
Division of Business Services  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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**FILED**  
MAY 21 2019  
BY **FJATX**

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

**Celularity is a commercial stage, cell therapeutics company delivering trans formative allogeneric therapies.**

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
150,000,000	Common		.0001
97,978,328	Preferred		.0001

10. An estimate, **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. (Note: Percentage obtained from worksheet.)

0.0 %

11. An estimate, **as a percentage**, of 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: Percentage obtained from worksheet.)

0.3 %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

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

**John R. Haines**

Date

8 May 2019

Signature of Authorized Officer of the Corporation

 SIGN DOCUMENT HERE

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## **Celularity, Inc**

**EIN: 81-3931841**

### **Board of Directors**

#### **Chairman**

Robert Hariri	33 Technology Drive	Warren, NJ 07924
Peter Diamandis	33 Technology Drive	Warren, NJ 07924
Henry Ji	33 Technology Drive	Warren, NJ 07924
David Lemus	33 Technology Drive	Warren, NJ 07924
Bill Maris	33 Technology Drive	Warren, NJ 07924
Andrew Pecora	33 Technology Drive	Warren, NJ 07924
John Sculley	33 Technology Drive	Warren, NJ 07924
Jaisim Shah	33 Technology Drive	Warren, NJ 07924
Andrew von Eschenbach	33 Technology Drive	Warren, NJ 07924

### **Officers**

President &CEO	Robert Hariri	33 Technology Drive	Warren, NJ 07924
Chief Operating Officer	Jay Kaminski	33 Technology Drive	Warren, NJ 07924
EVP, Chief Admin Officer	John Haines	33 Technology Drive	Warren, NJ 07924
EVP, Chief Counsel	Timothy Smith	33 Technology Drive	Warren, NJ 07924
Chief Scientific Officer	Xiaokui Zhang	33 Technology Drive	Warren, NJ 07924
Chief Medical Officer	Nassir Habboubi	33 Technology Drive	Warren, NJ 07924
EVP, Bus Develop Strategy	Gertjan Bartlema	33 Technology Drive	Warren, NJ 07924
EVP, Human Resources	Beth Steinbrenner	33 Technology Drive	Warren, NJ 07924

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELULARITY 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 MAY, A.D. 2019.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CELULARITY INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2016.

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

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2019 MAY 21 PM 12:04



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SR# 20194072381

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202846412

Date: 05-17-19