

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

Karuna Therapeutics, Inc.

2. It is incorporated under the laws of:

the State 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:

N/A

(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:

N/A4. The date of its incorporation is: **07/24/2009**And the period of its duration is: **CHECK ONE BOX ONLY**☒ Perpetual (on-going)☐ Date certain for dissolution _____

5. The address of its principal office is:

99 High Street, 26th Floor, Boston, MA 02110

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name **Corporation Service Company**Street Address (NOT a P.O. Box) **222 Jefferson Boulevard, 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 29 2021****BY** Ch 3W9CM
12:09

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

Research and development in biotechnology

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 Attachment A	

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	Steven Paul	99 High Street, 26th Floor Boston, MA 02110
VICE PRESIDENT	N/A	N/A
TREASURER	Troy Ignelzi	99 High Street, 26th Floor Boston, MA 02110
SECRETARY	Troy Ignelzi	99 High Street, 26th Floor Boston, MA 02110

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	N/A	\$0.0001
10,000,000	Preferred	N/A	\$0.0001

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.)

1.38 %

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 %

Attachment A

NAME	ADDRESS
Steven Paul	99 High Street, 26th Floor Boston, MA 02110
Christopher Coughlin	99 High Street, 26th Floor Boston, MA 02110
James Healy	99 High Street, 26th Floor Boston, MA 02110
Jeff Jonas	99 High Street, 26th Floor Boston, MA 02110
Laurie Olson	99 High Street, 26th Floor Boston, MA 02110
Atul Pande	99 High Street, 26th Floor Boston, MA 02110
Heather Preston	99 High Street, 26th Floor Boston, MA 02110
Denice Torres	99 High Street, 26th Floor Boston, MA 02110
David Wheadon	99 High Street, 26th Floor Boston, MA 02110

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

Troy Ignelzi

Date

06/24/2021

Signature of Authorized Officer of the Corporation

DocuSigned by:

47F88D87D522404

SIGN DOCUMENT HERE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KARUNA 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-FIRST DAY OF JUNE, A.D. 2021.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KARUNA THERAPEUTICS, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2009.

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



4713286 8300

SR# 20212501266

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203490531

Date: 06-21-21



State of Rhode Island

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,
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 29, 2021 12:09 PM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

