



State of Rhode Island

Department of State - Business Services Division

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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: INSTIL BIO, 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: 08/31/2018 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: 3963 Maple Avenue, Suite 350, Dallas, TX 75219		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name INCORPORATING SERVICES LTD. Street Address (<u>NOT</u> 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.govFILED^m

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

A clinical stage bio-pharmaceutical company.

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
Bronson Crouch	3963 Maple Avenue, Suite 350, Dallas, TX 75219
Jaime Walkowiak	3963 Maple Avenue, Suite 350, Dallas, TX 75219
Sandeep Laumas	3963 Maple Avenue, Suite 350, Dallas, TX 75219

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		
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
10,000,000	Preferred		\$0.000001
300,000,000	Common		\$0.000001

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 _____ %

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 _____ %

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

Jaime Walkowiak

Date

7/26/21

Signature of Authorized Officer of the Corporation

Jaime Walkowiak

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF 'INSTIL BIO, INC.' AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF MARCH,
A.D. 2021, AT 1:05 O'CLOCK P.M.



7039820 8100X
SR# 20212730387

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: 203697725
Date: 07-16-21

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "INSTIL BIO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2018, AT 6:09 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTH DAY OF MARCH, A.D. 2019, AT 12:13 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF MAY, A.D. 2020, AT 7:11 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF JUNE, A.D. 2020, AT 8:22 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2020, AT 10:49 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF MARCH, A.D. 2021, AT 3:34 O'CLOCK P.M.



7039820 8310

SR# 20212713613

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 203682405

Date: 07-15-21

Delaware

The First State

Page 2

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF MARCH, A.D.
2021, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "INSTIL BIO, INC."

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INSTIL BIO,
INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF AUGUST, A.D.
2018.

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



7039820 8310

SR# 20212713613

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: 203682405

Date: 07-15-21



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:

August 26, 2021 10:25 AM

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

Nellie M. Gorbea
Secretary of State

