

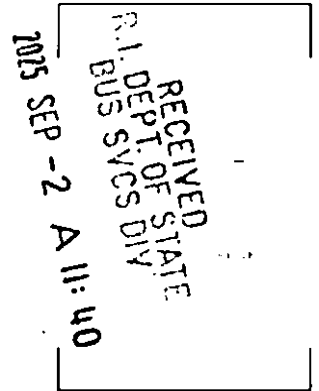


State of Rhode Island
Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

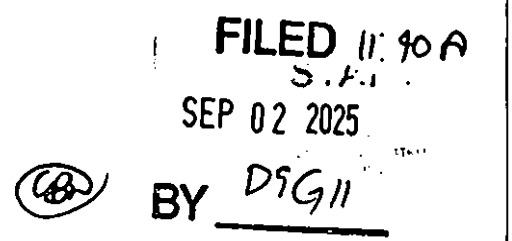


Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
Carlsmed, 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: 06/04/2018		
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:		
1800 Aston Ave, Suite 100, Carlsbad, CA 92008		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name Cogency Global Inc		
Street Address (<u>NOT</u> a P.O. Box) Rhode Island 222 Jefferson Boulevard		
City/Town	State	Zip Code
Warwick	RHODE ISLAND	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



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

Selling spinal infusion devices in Rhode Island

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

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	Mike Cordonnier	1800 Aston Ave, Suite 100, Carlsbad, CA 92008
VICE PRESIDENT	William Durall	1800 Aston Ave, Suite 100, Carlsbad, CA 92008
TREASURER	Leo Greenstein	1800 Aston Ave, Suite 100, Carlsbad, CA 92008
SECRETARY	Niall Casey	1800 Aston Ave, Suite 100, Carlsbad, CA 92008

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:

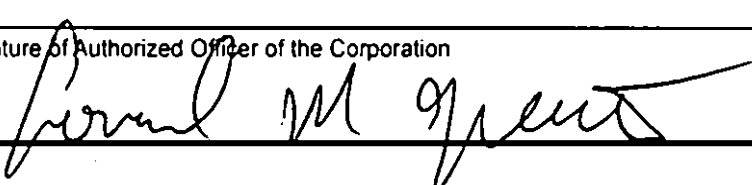
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
600,000,000	Common Stock		0.00001
10,000,000	Preferred Stock		0.00001

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.)

1 _____ %

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> 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) _____	
14. 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 Leo Greenstein	Date 8/28/25
Signature of Authorized Officer of the Corporation 	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Carlsmed Inc.

Address: 1800 Aston Ave, Suite 100, Carlsbad, CA 92008

Board of Directors:

Chairman: Mike Cordonnier

Directors:

Jonathan Root

Robert Mittendorf

Phil Young

Kevin Sidow

Kevin O'Boyle

Niall Casey

Officers:

Chief Executive Officer: Mike Cordonnier

Chief Financial Officer: Leo Greenstein

Chief Clinical Officer: Sharon Schulzki

Chief Intellectual Property Officer: Niall Casey

Chief Technology Officer: Shariq Hussain

Chief Commercial Officer: Scott Durall

Delaware

The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLSMED, 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 SIXTEENTH DAY OF MAY, A.D. 2025.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARLSMED, INC." WAS INCORPORATED ON THE FOURTH DAY OF JUNE, A.D. 2018.

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



6942193 8300

SR# 20252349273

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

A handwritten signature in black ink, reading "C. P. Sanchez", written over a horizontal line.

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203713026

Date: 05-16-25



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

September 02, 2025 11:40 AM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Gregg M. Amore
Secretary of State

