

DEC 11 2014

FILE NO. F.1970560-2

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**  
*Read the Instructions C018I*

**1. ENTITY TYPE** – check only one to indicate the type of entity applying for authority:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> TRUST COMPANY   |
| <input type="checkbox"/> BUSINESS TRUST                    | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP.        | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

**2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME)** – enter the exact, true name of the foreign corporation:

Benvenue Medical, Inc.

**3. NAME TO BE USED IN ARIZONA (ENTITY NAME)** – *see Instructions C018I* – identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- |   |  |  |
|---|--|--|
| <b>3.1</b> <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes – Go to number 4. | <b>3.2</b> <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it – Enter the name in number 3.4 below. | <b>3.3</b> <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below. |
|---|--|--|

**3.4** If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

**4. FOREIGN DOMICILE** – list the state or country in which the foreign corporation is incorporated: Delaware

**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** 12/09/2004

**6. DURATION** – the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of \_\_\_\_\_ years (enter a number of years).  
☐ The corporation's life period will end on this date \_\_\_\_\_ (enter a date).  
☐ The corporation's life period will end upon the occurrence of this event:

\_\_\_\_\_ (describe an event).

**7. PURPOSE** – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):  
\_\_\_\_\_

8. **CHARACTER OF BUSINESS** - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Sales of medical devices.

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS</b> - see Instructions C018f - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional) 1209 Orange Street			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City <b>Wilmington</b>		State <b>DE</b>	Zip <b>19801</b>		
Address 2 (optional) City		State	Zip		

<b>11. STATUTORY AGENT IN ARIZONA</b> - see Instructions C018f					
<b>11.1 REQUIRED</b> - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			<b>11.2 OPTIONAL</b> - mailing address in Arizona of statutory agent (can be a P.O. Box):		
CT Corporation System					
Statutory Agent Name (required)					
Attention (optional) 2390 East Camelback Road			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City <b>Phoenix</b>		State <b>AZ</b>	Zip <b>85016</b>		
Address 2 (optional) City		State	Zip		
<b>11.3 REQUIRED</b> - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.					

<b>12. DIRECTORS</b> - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Director Attachment form C062.					
<b>Thomas Prescott</b>			<b>Rich Ferrari</b>		
Director Name 3052 Bunker Hill Lane			Director Name 3052 Bunker Hill Lane		
Address 1 Suite 120			Address 1 Suite 120		
Address 2 (optional) Santa Clara		State <b>CA</b>	Zip <b>95054</b>		
Address 2 (optional) Santa Clara		State <b>CA</b>	Zip <b>95054</b>		
City Country	<b>UNITED STATES</b>	State or Province Zip	City Country	<b>UNITED STATES</b>	State or Province Zip
Date taking office (optional):			Date taking office (optional):		

<b>Roger Quy</b> Director Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):				<b>Beckie Robertson</b> Director Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):			
<b>Nirmesh Shah</b> Director Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):				<b>Thomas Wilder</b> Director Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):			
<b>13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.</b>							
<b>Robert Weigle</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):				<b>Laurent Schaller</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):			
Officer Title: CEO				Officer Title: Other			
<b>Oliver Brouse</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):				<b>Jeffrey Jones</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):			
Officer Title: VicePresident				Officer Title: Other			
<b>Michael Hall</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):				<b>Victor Barajas</b> Officer Name 3052 Bunker Hill Lane Address 1 Suite 120 Address 2 (optional) Santa Clara CA 95054 City Country UNITED STATES State or Province Zip Date taking office (optional):			
Officer Title: Secretary				Officer Title: VicePresident			

14. **FOR-PROFITS ONLY – SHARES AUTHORIZED** – see Instructions C0181 – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: <u>Common</u>	Series: _____	Total: <u>131,100,000</u>	Par Value: <u>.001</u>
Class: <u>Preferred</u>	Series: <u>A-1</u>	Total: <u>2,947,511</u>	Par Value: <u>.001</u>

15. **FOR-PROFITS ONLY – SHARES ISSUED** – see Instructions C0181 – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: <u>Common</u>	Series: _____	Total: <u>797,466</u>	Par Value: <u>.001</u>
Class: <u>Preferred</u>	Series: <u>A-1</u>	Total: <u>2,688,953</u>	Par Value: <u>.001</u>

16. **NONPROFITS ONLY – MEMBERS** – check one box only:

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

17. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

**18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

Oliver Brouse

11/26/2014

Printed Name

Date

**REQUIRED – check only one:**

<input type="checkbox"/> I am the <b>Chairman of the Board of Directors</b> of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized <b>Officer</b> of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized <b>bankruptcy trustee, receiver, or other court-appointed fiduciary</b> for the corporation filing this document.
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Filing Fee: \$175.00 (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-8819.

DO NOT WRITE ABOVE THIS LINE, RESERVED FOR A.C.C. USE ONLY.

## STATUTORY AGENT ACCEPTANCE

Please read Instructions M0021

1. **ENTITY NAME** -- give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Benvenue Medical, Inc.

2. **STATUTORY AGENT NAME** -- give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

CT Corporation System

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Kristin Bolden  
Assistant Secretary

11/26/2014

**REQUIRED - check only one:**

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Filing Fee: none (regular processing) Expedited processing - not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4180
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Please be advised that A.C.C. fees reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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## SHARES AUTHORIZED ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation:

Benvenue Medical, Inc.

2. **A.C.C. FILE NUMBER** (If already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Additional classes and total number of shares **AUTHORIZED**:

Class: Preferred	Series: B-1	Total: 1,157,665	Par Value: .001
Class: Preferred	Series: C	Total: 36,296,683	Par Value: .001
Class: Preferred	Series: D	Total: 25,000,000	Par Value: .001
Class: Preferred	Series: E	Total: 39,200,000	Par Value: .001
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:

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## SHARES ISSUED ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation:

Benvenue Medical, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Additional classes and total number of shares ISSUED:**

Class: Preferred	Series: B-1	Total: 1,157,665	Par Value: .001
Class: Preferred	Series: C	Total: 34,610,755	Par Value: .001
Class: Preferred	Series: D	Total: 25,000,000	Par Value: .001
Class: Preferred	Series: E	Total: 24,170,088	Par Value: .001
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:
Class:	Series:	Total:	Par Value:



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## CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

Benvenue Medical, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): \_\_\_\_\_

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanee formation or registration documents)  
☐ Annual (credit unions and loan companies only)  
☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

#### 4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		



**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, Incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a **SUPPLEMENTAL** Certificate providing information about that person, signed by all Incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:

This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.

Foreign corporations:

This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.

Credit Unions and Loan Companies:

This Certificate must be signed by any 2 officers or directors.

**Oliver Brouse**

Name

**3052 Bunker Hill Lane**

Address 1

Address 2

**Santa Clara****CA****95054**

City

**UNITED STATES**

State

Zip

Country

**SIGNATURE - see Instructions C003:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

**Oliver Brouse****11/26/2014**

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an Incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

**SIGNATURE - see Instructions C003:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an Incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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