



6396620



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT AND DESIGNATION - OUT-OF-STATE
STOCK CORPORATION

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: 6396620

Date Filed: 9/24/2024

B3064-2272 09/24/2024 10:36 AM Received by California Secretary of State

Corporation Name Corporation Name	CERo Therapeutics Holdings, Inc.
Jurisdiction This Corporation is Formed in	DELAWARE
Street Address of Principal Office of Corporation Principal Address	201 HASKINS WAY SUITE 230 SOUTH SAN FRANCISCO, CA 94080
Mailing Address of Corporation Mailing Address	201 HASKINS WAY SUITE 230 SOUTH SAN FRANCISCO, CA 94080
Attention	CFO
Street Address of California Office of Corporation Street Address of California Office	201 HASKINS WAY SUITE 230 SOUTH SAN FRANCISCO, CA 94080
Agent for Service of Process Agent Name	Charles R. Carter
Agent Address	201 HASKINS WAY SUITE 230 SOUTH SAN FRANCISCO, CA 94080
Consent to Service of Process	<p>The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given.</p> <p>Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of-state corporation has designated for the purpose of service of process.</p>
Electronic Signature	<input checked="" type="checkbox"/> I am a corporate officer and am authorized to sign on behalf of the out-of-state corporation.
<i>Charles R. Carter</i> Signature	<u>09/23/2024</u> Date

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERO THERAPEUTICS HOLDINGS, 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-THIRD DAY OF SEPTEMBER, A.D. 2024.

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

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




Jeffrey W. Bullock, Secretary of State

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SR# 20243753512

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

Authentication: 204453000

Date: 09-23-24

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