

01-26-2005

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ER SHEET

FORM PTO-1595 U.S.
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner for Patents : Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CpG ImmunoPharmaceuticals, Inc.
Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No
3. Nature of conveyance:
☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____
Execution Date: 1/21/00

2. Name and address of receiving party(ies)
Name: Coley Pharmaceutical Group, Inc.
Street Address:
93 Worcester Street, Suite 101
Wellesley, MA 02481
Additional name(s) & addresses(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is **Herewith**
A. Patent Application No.(s) B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence
Concerning document should be mailed:
Name: Helen C. Lockhart
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and patents involved: **1**
7. Total fee (37 CFR 3.41) \$ 40.00
☐ Enclosed
☒ Authorized to be charged to deposit account
The Commissioner is authorized to charge:
8. Deposit Account No: 23/2825

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Helen C. Lockhart

January 7, 2005

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **7**

01/25/2005 EDOOPER 00000131 232825 11031460
01 FC:8021 40.00 DA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLEY PHARMACEUTICAL GROUP, 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 JANUARY, A.D. 2000.

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

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




Edward J. Freel, Secretary of State

2729259 8300

001033709

AUTHENTICATION: 0211842

DATE: 01-21-00

PATENT

REEL: 016163 FRAME: 0241

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CPG IMMUNOPHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "CPG IMMUNOPHARMACEUTICALS, INC." TO "COLEY PHARMACEUTICAL GROUP, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2729259 8100

001032000

AUTHENTICATION: 0211581

DATE: 01-21-00
PATENT

REEL: 016163 FRAME: 0242

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

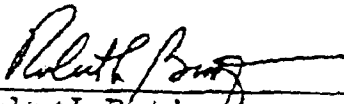
CPG IMMUNOPHARMACEUTICALS, INC.

PURSUANT TO SECTION 242

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is CpG ImmunoPharmaceuticals, Inc.
2. The Certificate of Incorporation of the Corporation as amended to date is hereby amended by striking out Article FIRST in its entirety and by substituting in lieu thereof the following:
"FIRST: The name of the corporation is Coley Pharmaceutical Group, Inc. (hereinafter sometimes referred to as the "Corporation")."
3. The amendment of the Certificate of Incorporation, as amended, herein certified has been duly adopted and written consent has been given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Signed this 3rd day of January, 2000.


Robert L. Bratzler
President

TRADOC5:1230319.1(RFWF011.DOC)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CPG IMMUNOPHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M. ✓

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

PATENT
REEL: 016163 FRAME: 0244

CERTIFICATE OF INCORPORATION
OF
CpG IMMUNOPHARMACEUTICALS, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the Corporation is CPG IMMUNOPHARMACEUTICALS, INC. (hereinafter sometimes referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the registered agent at the address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is forty thousand (40,000) shares, of which stock twenty thousand (20,000) shares, par value of one cent (\$0.01) each, shall be Preferred Stock (the "Preferred Stock") and of which stock twenty thousand (20,000) shares, par value of one cent (\$0.01) each, shall be Common Stock (the "Common Stock").

The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The first such series shall be designated Series A Convertible Preferred Stock ("Series A Preferred Stock") and shall consist of three thousand five hundred (3,500) shares.

Except for the Series A Preferred Stock, and except as limited by Article FOURTH, Section 6 hereof, the Board of Directors is authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, and to determine the designations, preferences, limitations and relative or other rights of the Preferred Stock or any series thereof. For each series other than the Series A Preferred Stock, and except as limited by Article FOURTH, Section 6 hereof, the Board of Directors shall determine, by resolution or resolutions adopted prior to the issuance of any shares thereof, the designations, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

- (a) The rate and manner of payment of dividends, if any;
- (b) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable for shares in the event of liquidation, dissolution or other winding up of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares;

and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, such compromise or arrangement and such reorganization shall, if sanctioned by the court to which such application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TWELFTH: The votes of two-thirds (2/3%) of all of the outstanding shares of the capital stock of the Corporation entitled to vote are required to repeal or amend the provisions of this Certificate of Incorporation relating to:

A. the authority of the Board of Directors and the Stockholders to amend the by-laws of the Corporation; and

B. the elimination of directors' personal liability for monetary damages arising from their negligence and gross negligence.

I, the undersigned, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, to certify that the facts herein stated are true, and accordingly have hereto set my hand this 17 day of March, 1997. ✓

Anne T. Leland
Anne T. Leland

TRADOCs: 1007232.1 (116_011.doc)
03/17/97