

# PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Jutta GLOCK	04/01/1998
RECEIVING PARTY DATA	
Name:	Syngenta Crop Protection, Inc.
Street Address:	410 Swing Road
Internal Address:	Patents Department
City:	Greensboro
State/Country:	NORTH CAROLINA
Postal Code:	27409
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	09068877
CORRESPONDENCE DATA	
Fax Number:	(336)632-2012
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(336) 632-2444
Email:	dawn.royal@syngenta.com
Correspondent Name:	Dawn Royal
Address Line 1:	410 Swing Road
Address Line 2:	Patents Department
Address Line 4:	Greensboro, NORTH CAROLINA 27409
ATTORNEY DOCKET NUMBER:	PH/5-20652/A/UST
NAME OF SUBMITTER:	Thomas Hamilton
<p>Total Attachments: 15</p> <p>source=20692_Assignment#page1.tif</p> <p>source=Novartis Crop to Syngenta Crop#page1.tif</p>	

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**PATENT**  
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ASSIGNMENT

I / We **Jutta GLOCK, Rifeldweg 2, 4322 Mumpf, Switzerland, citizen of Germany**

for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, do hereby sell and assign to **Novartis Crop Protection, Inc., a Delaware corporation, of 410 Swing Road, Greensboro, North Carolina 27409, U.S.A.**, its successors, assigns and legal representatives all my/our right, title and interest, in and for the United States of America, in and to the invention entitled:

**Herbicidal Compositions**


invented by me/us and described in the international application

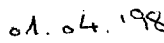
No. **PCT/EP 96/04914** filed **11/11/1996**

and all United States Letters Patent which may be granted therefor, and all divisions, reissues, continuations and extensions thereof, the said interest being the entire ownership of the said Letters Patent when granted, to be held and enjoyed by the said **Novartis Crop Protection, Inc.** its successors, assigns or other legal representatives, to the full end of the term for which said Letters Patent may be granted, as fully and entirely as the same would have been held and enjoyed by me/us if this assignment and sale had not been made;

And I/we hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to the said **Novartis Crop Protection, Inc.**

Signed on

  
\_\_\_\_\_  
**Jutta GLOCK**

  
\_\_\_\_\_  
01.04.98

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SYNGENTA CROP PROTECTION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NOVARTIS CROP PROTECTION, INC." TO "SYNGENTA CROP PROTECTION, INC.", FILED THE SIXTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*

Secretary of State

2695101 8100H

AUTHENTICATION: 0901427

010010235

DATE: 01-08-01

**PATENT**  
**REEL: 017589 FRAME: 0778**

CERTIFICATE OF INCORPORATION  
OF  
NOVARTIS CROP PROTECTION, INC.

ARTICLE FIRST

The name of the corporation is Novartis Crop Protection, Inc. (the "Corporation").

ARTICLE SECOND

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of the registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE THIRD

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

ARTICLE FOURTH

The total number of shares of stock that the Corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share. All such shares shall be of one class and shall be designated "Common Stock".

ARTICLE FIFTH

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sarah J. Mulligan	Cravath, Swaine & Moore Worldwide Plaza 825 Eighth Avenue New York, New York 10019

#### ARTICLE SIXTH

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

(a) the number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-laws of the Corporation (the "By-laws");

(b) in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation, subject to the power of the stockholders of the Corporation having voting power to alter, amend or repeal the By-laws;

(c) in addition to the powers and authorities herein or by statute expressly conferred upon it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Certificate of Incorporation and the By-laws;

(d) any director or any officer elected or appointed by the stockholders or by the Board, or any committee thereof, may be removed at any time by the unanimous consent of the stockholders or in such other manner as shall be provided in the By-laws; and

(e) unless and except to the extent that the By-laws shall so require, the election of directors of the Corporation need not be by written ballot.

#### ARTICLE SEVENTH

No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of

loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the Delaware General Corporation Law or (d) for any transaction from which the director derived an improper personal benefit; provided, however, that to the extent that the personal liability of directors is further limited or eliminated from time to time by amendment(s) to §102(b)(7) of the Delaware General Corporation Law or any other applicable provisions thereof, the personal liability of the directors of this Corporation shall likewise be further limited or eliminated to the fullest extent permitted thereunder. Any repeal or modification of this ARTICLE SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### ARTICLE EIGHTH

No contract or transaction between the Corporation and one or more of its directors or officers (or between the Corporation and any other corporation, partnership, association or other organization of which one or more of the directors or officers of the Corporation are directors or officers, or in which one or more of the directors or officers of the Corporation have a financial interest) shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof that authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(a) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

(b) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the

stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board, a committee thereof or the stockholders.

Common or interested directors shall be counted in determining the presence of a quorum at a meeting of the Board or of a committee that authorizes any such contract or transaction. No director or officer shall be liable to account to the Corporation for any profit realized by him or her from or through such contract or transaction solely by reason of the fact that he or she or any other corporation, partnership, association or other organization of which he or she is a director or officer, or in which he or she has a financial interest, was interested in such contract or transaction.

#### ARTICLE NINTH

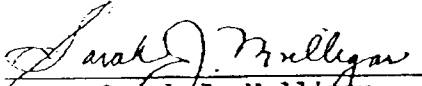
The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts in connection with such action, suit or proceeding, in accordance with the laws of the State of Delaware, and to the full extent permitted by such laws except as the By-laws may otherwise provide. Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, including insurance purchased and maintained by the Corporation, both as to action in his or her official capacity 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.



ARTICLE TENTH

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation (including provisions as may hereafter be added or inserted in this Certificate of Incorporation as authorized by the laws of the State of Delaware) in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its current form or as hereafter amended are granted subject to the right reserved in this Article TENTH.

IN WITNESS WHEREOF, I, Sarah J. Mulligan, the sole incorporator of Novartis Crop Protection, Inc., have executed this Certificate of Incorporation on this 16th day of December, 1996, and DO HEREBY CERTIFY under the penalties of perjury that the facts stated in this Certificate of Incorporation are true.

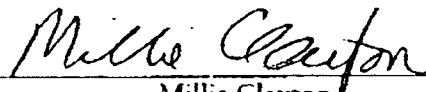
  
\_\_\_\_\_  
Sarah J. Mulligan  
Sole Incorporator

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
NOVARTIS CROP PROTECTION, INC.

It is certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Novartis Crop Protection, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Section 1 thereof and by substituting in lieu of said Section the following new Section:
  - a. The name of the Corporation is Syngenta Crop Protection, Inc.
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.
4. The effective date of the amendment herein certified shall be March 15, 2000.

Signed on March 15<sup>th</sup>, 2000.



Millie Clayton  
Assistant Secretary

CERTIFICATE OF MERGER

MERGING

ZENECA AG PRODUCTS INC.

INTO

SYNGENTA CROP PROTECTION, INC.

Pursuant to Section 251 of the  
Delaware General Corporation Law

The undersigned corporation, organized and existing  
under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation  
of each of the constituent corporations in the merger  
are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Zeneca Ag Products Inc.	Delaware
Syngenta Crop Protection, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger  
between the parties to the merger has been approved,  
adopted, certified, executed and acknowledged by each of  
the constituent corporations in accordance with the  
requirements of Section 251 of the Delaware General  
Corporation Law. The sole stockholder of the  
outstanding common stock of each of the constituent  
corporations approved and adopted the Agreement and Plan  
of Merger by means of written consent in lieu of a  
meeting as provided in Section 228 of the Delaware  
General Corporation Law.

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THIRD: That Syngenta Crop Protection, Inc., a Delaware corporation, shall be the surviving corporation in the merger.

FOURTH: That the certificate of incorporation of Syngenta Crop Protection, Inc., with such amendments as are set forth in this Article FOURTH, and as so amended, shall constitute the certificate of incorporation of the surviving corporation. Article FOURTH of the certificate of incorporation of Syngenta Crop Protection, Inc. shall be amended to read in its entirety as follows:

#### ARTICLE FOURTH

(A) The total number of shares which the Corporation is authorized to issue is one hundred thousand, one hundred (100,100) shares, each with a par value of one cent (\$.01) per share. One hundred (100) shares shall be common stock and one hundred thousand (100,000) shares shall be Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth in this Article FOURTH (B).

(B) The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are:

##### Section 1. Dividends and Distributions.

(a) Subject to the rights of the holders of any shares of any series of preferred stock (or any other stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend

Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in such amount per share as the Board of Directors shall determine from time to time.

(b) No distribution shall be made to any share of common stock of the Corporation nor shall any share of the common stock of the Corporation be redeemed, retired or otherwise acquired by the Corporation unless all dividends payable on the Series A Preferred Stock shall have been paid or there shall have been set aside a sum sufficient for the payment thereof. Dividends may be declared and paid on shares of Series A Preferred Stock regardless of whether dividends are declared and paid on shares of common stock.

Section 2. Voting Rights.

Except as set forth herein or as otherwise required by law, holders of Series A Preferred Stock shall have no voting rights and their consent shall not be required for taking any corporate action. The holders of Series A Preferred Stock shall have the following voting rights:

(a) If and whenever dividends on the Series A Preferred Stock that have been declared by the Board of Directors are not timely and fully paid on all shares of Series A Preferred Stock at the time outstanding, then and in such event the holders of the Series A Preferred Stock, voting separately as a class, shall be entitled at any annual meeting of the stockholders or special meeting held in place thereof, or at a special meeting of the holders of the Series A Preferred Stock called as hereinafter provided, to elect two (2) directors. Such right of the holders of Series A Preferred Stock to elect two (2) directors may be exercised until all dividends in default on the Series A Preferred Stock shall have been paid in full or declared and funds sufficient therefor set aside, and when so paid or

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provided for, the right of the holders of Series A Preferred Stock to elect such number of directors shall cease, subject always to the same provisions for the vesting of such special voting rights in the case of any such future dividend default or defaults. At any time when such special voting rights shall have so vested in the holders of Series A Preferred Stock, the Secretary of the Corporation may, and upon the written request of the holders of record of 10% or more of the number of shares of the Series A Preferred Stock then outstanding addressed to him at the principal office of the Corporation, shall, call a special meeting of the holders of the Series A Preferred Stock for the election of the two (2) directors to be elected by them as hereinafter provided, to be held in the case of such written request within forty (40) days after delivery of such request, and in either case to be held at the place and upon the notice provided by law and in the by-laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such a special meeting in the case of any such request received less than ninety (90) days before the date fixed for the next ensuing annual meeting of stockholders. No such special meeting and no adjournment thereof shall be held on a date less than thirty (30) days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of the Series A Preferred Stock become entitled to elect two (2) directors as above provided. If at any such annual or special meeting or any adjournment thereof the holders of at least a majority of the Series A Preferred Stock then outstanding shall be present or represented by proxy, then by vote of the holders of at least a majority of the shares of Series A Preferred Stock present or so represented at such meeting, the then authorized number of directors of the Corporation shall be increased by two (2) and

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the holders of the Series A Preferred Stock shall be entitled to elect the additional directors so provided for. The directors so elected shall serve until the next annual meeting or until their successors shall be elected and qualified, provided, however, that whenever the holders of the Series A Preferred Stock shall be divested of the special rights to elect two (2) directors as above provided, the term of office of the persons so elected as directors by the holders of the Series A Preferred Stock as a class, or elected to fill any vacancies resulting from the death, resignation or removal of the directors so elected by the holders of Series A Preferred Stock, shall forthwith terminate, and the authorized number of directors shall be reduced accordingly.

If, during any interval between any special meeting of the holders of the Series A Preferred Stock for the election of two (2) directors to be elected by them as provided above and the next ensuing annual meeting of stockholders, or between annual meetings of stockholders for the election of directors, and while the holders of the Series A Preferred Stock shall be entitled to elect two (2) directors, both of the directors who have been elected by the holders of the Series A Preferred Stock shall, by reason of resignation, death or removal, have departed from the Board, (i) the vacancies with respect to the directors elected by the holders of the Series A Preferred Stock may be filled by a majority vote of the remaining directors then in office, although less than a quorum, and (ii) if such vacancy or vacancies be not so filled within forty (40) days after the creation thereof, the Secretary of the Corporation shall call a special meeting of the holders of the Series A Preferred Stock and such vacancy or vacancies shall be filled at such special meeting.

A director elected by the vote of the holders of Series A Preferred Stock as a class, or elected by other directors to fill a vacancy resulting from the death, resignation or removal of a director elected by such class vote, may be removed from office without cause only by the vote or written consent of stockholders holding a majority of the outstanding shares of Series A Preferred Stock.

(b) The Certificate of Incorporation of this Corporation shall not be changed so as to alter in an adverse manner the powers, preferences or special rights of the Series A Preferred Stock without the consent, either in writing or by vote at a meeting called for that purpose, of the holders of at least  $66\frac{2}{3}\%$  of the number of shares at the time outstanding of the Series A Preferred Stock and all such other series of shares of preferred stock of this Corporation, if any, whose powers, preferences or special rights would also be so altered in a substantially similar manner. In giving such consent, the holders of the Series A Preferred Stock and of all other such series, if any, shall vote as a single class.

Section 3. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation the holders of each share of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, equal to Two Hundred Fifty dollars (\$250.00), plus an amount equal to all declared but unpaid dividends to and including the date on which such payment is made (collectively, the "Liquidation Amount").

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment of the Liquidation Amount for each



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issued and outstanding share of Series A Preferred Stock, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of shares of Series A Preferred Stock.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 2 Righter Parkway, Wilmington, Delaware 19803.


SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall be effective at 12:01 a.m. EST on Monday, January 1, 2001.

IN WITNESS WHEREOF, Syngenta Crop Protection, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 20th day of December, 2000.

SYNGENTA CROP PROTECTION, INC.

By:



Name: Heinrich Gugger  
Title: President

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