

02-03-2009

Docket No: C065272/0229265

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office



103546283

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)**

Stowers Institute For Medical Research

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

**3. Nature of conveyance/Execution Date(s):**

Execution Date(s) December 31, 2008

- ☐ Assignment ☒ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Joint Research Agreement  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Name: Stowers Medical Institute Inc.

Internal Address: \_\_\_\_\_

Street Address: 1000 East 50th Street

City: Kansas City

State: Missouri

Country: USA Zip: 64110

Additional name(s) & address(es) attached? ☐ Yes ☒ No

**4. Application or patent number(s):**

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

12/288,322; 12/217,727; 12/077,290; 12/072,740; 61/066,693;  
11/985,836; 11/906,600; 11/613,658; 11/555,982; 11/508,701; PCT/  
US08/11311; PCT/US08/05230; PCT/US07/022611; PCT/US07/079333;

7,422,889; 7,285,699; 6,207,458; 6,160,095;

Additional numbers attached? ☒ Yes ☐ No

**5. Name and address to whom correspondence concerning document should be mailed:**

Name: Kevin C. Hooper, Esq.

Internal Address: \_\_\_\_\_

Street Address: BRYAN CAVE LLP

1290 Avenue of the Americas

City: New York

State: New York Zip: 10104-3300

Phone Number: (212) 541-2000

Fax Number: (212) 541-4630

Email Address: \_\_\_\_\_

**6. Total number of applications and patents involved: 23**

**7. Total fee (37 CFR 1.21(h) & 3.41) \$ 920.00**

- ☐ Authorized to be charged to deposit account  
☒ Enclosed  
☐ None required (government interest not affecting title)

**8. Payment Information**

Deposit Account Number 02-4467

Authorized User Name Bryan Cave LLP

02/02/2009 02/02/2009 02/02/2009

01 FC:8021

January 29, 2009

Date

**9. Signature:**

Signature

Kevin C. Hooper, Reg. No. 40,402

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

17

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT  
REEL: 022191 FRAME: 0775

Patent Application Numbers (Box No. 4A. Continued)

PCT/US07/09774

PCT/US07/09775

PCT/US07/65869

PCT/US06/60497

PCT/US06/006593



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number:

Date Filed: 12/19/2008

Effective Date: 12/31/2008

Robin Carnahan

Secretary of State

**Articles of Merger**

(Submit with filing fee of \$10)

Pursuant to the provisions of the Missouri Nonprofit Corporation Act, the undersigned corporations certify the following:

1. That Stowers Medical Institute Inc. of Delaware  
*Name of Corporation A* *Parent State*  
Stowers Institute for Medical Research of Missouri  
*Name of Corporation B* *Parent State*  
and \_\_\_\_\_ of \_\_\_\_\_  
*Name of Corporation C* *Parent State*

are hereby merged and that the above named Stowers Medical Institute Inc.  
is the surviving corporation. *Name of Corporation*

2. Please attach the plan of merger

3. If approval of members was not required, please check the following if, it is correct:

☒ Approval of members was not required and the plan of merger was approved by a sufficient vote of the board of directors  
of Stowers Institute for Medical Research

4a. If approval by members/shareholders was required for Corporation A, the Plan of Merger was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:

PLEASE COMPLETE (1) OR (2).

(1) Number of memberships/shares outstanding: Six (6) Number of votes for and against the merger by class:

Class Voting	Number entitled to vote <u>Six (6)</u>	Number voting for <u>Six (6)</u>	Number voting against <u>0</u>
_____	_____	_____	_____
_____	_____	_____	_____

(2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.  
Class \_\_\_\_\_ Total Number of undisputed votes cast for the plan \_\_\_\_\_

Please see next page

Name and address to return filed document:

Name: Wendy Wiley  
Address: c/o Bryan Cave, 1200 Main Street, #3500  
City, State, and Zip Code: Kansas City MO 64106

State of Missouri  
Merger - NonProfit 21 Page(s)



T0835416636

4b. If approval by members/shareholders was required for **Corporation B**, the Plan of Merger was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:

PLEASE COMPLETE (1) OR (2).

(1) Number of memberships/shares outstanding: -0- Number of votes for and against the merger by class:

Class	Number entitled to vote	Number voting for	Number voting against
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.

Class	Total Number of undisputed votes cast for the plan
_____	_____
_____	_____
_____	_____

4c. If approval by members/shareholders was required for **Corporation C**, the Plan of Merger was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:

PLEASE COMPLETE (1) OR (2).

(1) Number of memberships/shares outstanding: n/a Number of votes for and against the merger by class:

Class	Number entitled to vote	Number voting for	Number voting against
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.

Class	Total Number of undisputed votes cast for the plan
_____	_____
_____	_____
_____	_____

5. Was approval of the plan by some person or persons other than the members or the board required pursuant to subdivision (3) of subsection 1 of section 355.626? ☐ Yes ☒ No If yes, state that such approval was obtained by checking here.

6. Was approval by shareholders required? ☐ Yes ☒ No If yes, please attach a statement as to the manner and basis of converting the shares of each merging corporation.

7. Check one of the following:

☒ The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary.  
(Please attach amendments.)

☐ There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: December 31, 2008 at 6:00 p.m. EST

*Date may not be more than 90 days after the filing date in this office*

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

<u>David A. Welte</u>	David A. Welte	Secretary	12/19/08
Authorized Signature	Printed Name	Title	Date

_____	_____	_____	_____
Authorized Signature	Printed Name	Title	Date

_____	_____	_____	_____
Authorized Signature	Printed Name	Title	Date

Corp. 39 (01/05)

## ARTICLE II CONVERSION OF MEMBERSHIPS

2.1 SIMR, as provided in Article III of its Bylaws, does not have members.

## ARTICLE III CERTAIN EFFECTS OF THE MERGER


3.1 Effect of Merger. Upon the consummation of the Merger, each and every right, privilege, power, immunity and franchise of each of the Merging Corporations, and all property, real, personal, intangible, and mixed, and all debts, liabilities and obligations, and every other interest of each of the Merging Corporations, will be transferred to and vested in the Surviving Corporation without further act or deed, and all property, rights, privileges, powers, franchises, and other interests of the Merging Corporations will be the property of the Surviving Corporation, and all right, title, and interest and license to any intellectual property, including but not limited to, inventions, trade secrets, patents and any pending patent applications (including those listed in Exhibit B), domain names and any current applications for a domain name, trademarks and service marks including any pending trademark or service mark applications (including those listed in Exhibit C) and all goodwill associated therewith, and registered copyrights and any pending copyright applications and all past, present and future income, royalties, fees, damages, and payments now or hereafter due or payable in respect of any of the foregoing intellectual property, and in and to any and all past, present and future causes of action (either in law or in equity), and the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement or misappropriation of the foregoing intellectual property, will be transferred to and vested in the Surviving Corporation, and the title to any real estate, or any interest therein, vested in either of the Merging Corporations will not revert or be in any way impaired by reason of the Merger, provided that all rights of creditors and all liens upon the property of either of the Merging Corporations will be preserved unimpaired; and all debts, liabilities, and obligations of the Merging Corporations will attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and obligations had been incurred or contracted by it, it being expressly provided that the Merger will not in any manner impair the rights of any creditor or any liens upon the property of either of the Merging Corporations, and any existing claim or pending action or proceeding by or against either of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place.

3.2 Further Assurances. If at any time the Surviving Corporation requests any further assignments, assurances in the law, or things that are necessary or desirable to vest or confirm in the Surviving Corporation (or any successor or assign thereof) the title to any property or assets of either of the Merging Corporations, the respective officers, directors and representatives of each will, and are fully authorized to, execute and deliver all proper assignments, deeds, confirmations and assurances in the law and do all things necessary or proper so as to vest, approve, ratify or confirm title to that property and those assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the day and year first written above.

STOWERS MEDICAL INSTITUTE INC.

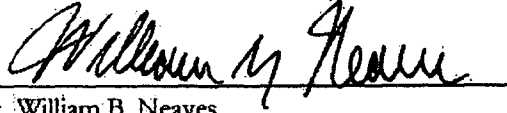
ATTEST:



Name: David A. Welte

Title: Secretary

By:

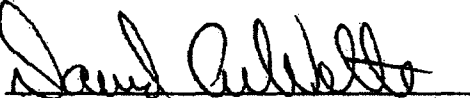


Name: William B. Neaves

Title: President

STOWERS INSTITUTE FOR MEDICAL  
RESEARCH

ATTEST:



Name: David A. Welte

Title: Secretary

By:



Name: William B. Neaves

Title: President

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
STOWERS MEDICAL INSTITUTE INC.**

Stowers Medical Institute Inc. ("Corporation") is a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Corporation is a nonstock corporation.
2. The original Certificate of Incorporation of Corporation was filed with the Secretary of State of the State of Delaware on May 25, 2005 as Stowers Medical Institute and the Amendment to the Certificate of Incorporation was filed on August 30, 2005 changing the name to Stowers Medical Institute Inc. This Amended and Restated Certificate of Incorporation shall be effective December 31, 2008 at 6 p.m. EST.
3. This Amended and Restated Certificate of Incorporation, which was approved and duly adopted by the Board of Directors and Voting Members of the Corporation in accordance with Sections 242 and 245 of the DGCL, amends and restates the Amended Certificate of Incorporation as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is Stowers Institute for Medical Research.

**ARTICLE II  
REGISTERED AGENT**

The address, including street, number, city and county, of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle, Delaware 19801. The name of the Corporation's registered agent at this address is The Corporation Trust Company.

**ARTICLE III  
PURPOSES**

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section

501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation's purposes shall include, but not be limited to, directly engaging in the continuous active conduct of medical research in conjunction with a hospital or hospitals within the meaning of Section 170(b)(1)(A)(iii) of the Code. To enable the Corporation to carry out its purposes, it will have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

In furtherance of its corporate purposes, the Corporation will have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for its purposes.

**ARTICLE IV  
NONSTOCK CORPORATION**

The Corporation will have no authority to issue capital stock.

**ARTICLE V  
MEMBERSHIP**

The Corporation will have members. The conditions of membership will be fixed by the Bylaws.

**ARTICLE VI  
BOARD OF DIRECTORS**

Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation will be managed and all of the powers of the Corporation will be exercised by the Board of Directors of the Corporation.

**ARTICLE VII  
DURATION**

The duration of the existence of the Corporation is perpetual.



## **ARTICLE VIII DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as will at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of the Corporation's assets not so disposed of will be disposed of by the Court of Chancery in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes or to an organization or organizations that the court determines are organized and operated exclusively for charitable, scientific or educational purposes.

## **ARTICLE IX PROHIBITED TRANSACTIONS**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its directors, or officers or other private persons within the meaning of Section 501(c)(3) of the Code, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation will not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

## **ARTICLE X INDEMNIFICATION**

The Corporation will indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Delaware.

## **ARTICLE XI NO PERSONAL LIABILITY FOR CORPORATE DEBTS**

To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, the members and directors of the Corporation will not be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a member or director, except for liability (i) for any breach of the director's loyalty to the Corporation; (ii) for the acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived any improper personal benefits.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the Secretary of the Corporation on this 12th day of December, 2008.

By: David G. Welte  
David Welte, Secretary

**EXHIBIT B**  
**PATENT APPLICATIONS**

C065334/0226148/924292.5

**U.S. Patents**

Patent Number	Issue Date	Title
7,422,889	09/09/2008	Dre Recombinase And Recombinase Systems Employing Dre Recombinase
7,285,699	10/23/2007	Ends-Out Gene Targeting Method
6,207,458	03/27/2001	Proteins Capable Of Regulating NF-kB, JNK And Apoptosis Pathways And Methods Of Using Same
6,160,095	12/12/2000	Proteins Capable Of Regulating NF-kB, JNK And Apoptosis Pathways And Methods Of Using Same

**U.S. Patent Applications**

Patent Application Number	Filing Date	Title
12/288,322	10/17/2008	Inhibition Of Polo Kinase By Matrimony Maintains G2 Arrest In The Meiotic Cell Cycle
12/217,727	07/07/2008	Dre Recombinase And Recombinase Systems Employing Dre Recombinase
12/077,290	03/17/2008	PTEN/Akt Methods And Compositions Relating To BMP
12/072,740	02/28/2008	Method For Treating An ID2-Related Disorder
61/066,693	02/22/2008	Methods, Systems And Compositions For Stem Cell Self-Renewal
11/985,836	11/16/2007	Quantitative Assays For Treatment And Diagnosis Of Bone Diseases
11/906,600	10/02/2007	Methods For Treating Polycystic Kidney Disease (PKD) Or Other Cyst Forming Diseases
11/613,658	12/20/2006	Quantitative Assays For Treatment And Diagnosis Of Bone Diseases
11/555,982	11/02/2006	Novel Nucleic Acids And Associated Diagnostics
11/508,701	08/23/2006	Quantitative Assays For Treatment And Diagnosis Of Bone Diseases


**International Patent Applications**

Patent Application Number	Filing Date	Title
PCT/US08/11311	09/30/2008	Compositions And Methods For Treating Polycystic Kidney Disease
PCT/US08/05230	04/23/2008	Methods, Systems And Compositions For Stem Cell Self-Renewal
PCT/US07/022611	10/24/2007	Fluorescent Mouse Model
PCT/US07/079333	09/24/2007	Novel Fluorescent Proteins
PCT/US07/09774	04/21/2007	Methods And Systems Useful In Culturing Hematopoietic Stem Cells
PCT/US07/09775	04/21/2007	Methods Of Identifying Stem Cells In Normal And Cancerous Tissues And Related Progeny Cells
PCT/US07/65869	04/03/2007	Compositions And Methods For Treating Polycystic Kidney Disease
PCT/US06/60497	11/02/2006	Novel Nucleic Acids And Associated Diagnostics
PCT/US06/006593	02/24/2006	Novel Thermophilic Proteins And The Nucleic Acids Encoding Them

**EXHIBIT C**

**TRADEMARK OR SERVICE MARK APPLICATIONS**

C065334/0226148/924292.5

Trademark	Reg. No.	Class No.	Registration Date	Goods and Services
HOPE FOR LIFE	75/297,473	2224783	02/16/1999	Class 36: "Charitable fund raising."
HOPE SHARES	75/483,169	2,294,770	11/23/1999	Class 36: "Charitable fund raising."
STOWERS INSTITUTE	76/394,703	2,766,339	09/23/2003	Class 42: "Medical research services, namely, conducting research into complex genetic systems to find cures or improved treatments for cancer, arthritis, and other diseases."
 <b>STOWERS INSTITUTE</b> <small>FOR MEDICAL RESEARCH</small>	75/656,764	2,403,448	11/14/2000	Class 42: "Medical research services, namely, conducting research into complex genetic systems to find cures or improved treatments for cancer, arthritis and other diseases."