

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/03/2008
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
AMR Technology, Inc.	11/30/2008
<b>RECEIVING PARTY DATA</b>	
Name:	Albany Molecular Research, Inc.
Street Address:	26 Corporate Circle
City:	Albany
State/Country:	NEW YORK
Postal Code:	12203
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	12686516
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(518)452-5579
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	518-452-5600
Email:	sf@hrfmlaw.com
Correspondent Name:	Heslin Rothenberg Farley & Mesiti, P.C.
Address Line 1:	5 Columbia Circle
Address Line 4:	Albany, NEW YORK 12203
ATTORNEY DOCKET NUMBER:	2099.004F
NAME OF SUBMITTER:	Shahrokh Falati
Total Attachments: 12 source=2099004F_Merger_Doc#page1.tif source=2099004F_Merger_Doc#page2.tif source=2099004F_Merger_Doc#page3.tif	

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMR TECHNOLOGY, INC.", A VERMONT CORPORATION,  
WITH AND INTO "ALBANY MOLECULAR RESEARCH, INC." UNDER THE  
NAME OF "ALBANY MOLECULAR RESEARCH, INC.", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF DECEMBER,  
A.D. 2008, AT 1:21 O'CLOCK P.M.

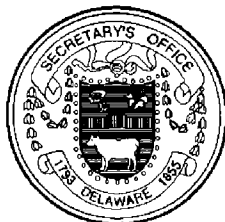
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF  
DECEMBER, A.D. 2008.

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

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081157269

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6999764

DATE: 12-03-08

PATENT  
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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AMR Technology, INC.**  
**a Vermont corporation**

**WITH AND INTO**

**ALBANY MOLECULAR RESEARCH, INC.**  
**a Delaware corporation**

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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The undersigned, being a duly authorized officer of Albany Molecular Research, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "**DGCL**"), to the following facts relating to the merger of AMR Technology, Inc., a Vermont corporation (the "**Subsidiary**"), with and into the Corporation, with the Corporation remaining as the surviving corporation in the merger:

1. The Corporation was incorporated on August 6, 1998, pursuant to and in accordance with the DGCL.
2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of the Subsidiary, a corporation incorporated on January 1, 2001, pursuant to and in accordance with the Vermont Business Corporation Act (the "**VBCA**").
3. The Board of Directors of the Corporation on November 3, 2008, duly adopted the resolutions set forth on Exhibit A annexed hereto, which resolutions authorize the merger of the Subsidiary into the Corporation, with the Corporation remaining as the surviving corporation (the "**Surviving Corporation**") pursuant to Section 253 of the DGCL and the applicable provisions of the VBCA (the "**Merger**"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

4. The Merger shall become effective on December 3, 2008.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation this 30 day of November 2008.

Albany Molecular Research, Inc.,  
a Delaware corporation

By: Michael P. Williams  
Name: Michael P. Williams  
Title: CORPORATE SECRETARY

**EXHIBIT A**

**Resolutions of the Board of Directors**

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**ALBANY MOLECULAR RESEARCH INC.**  
**RESOLUTIONS OF THE BOARD OF DIRECTORS**  
**NOVEMBER 3, 2008 MEETING**

**Merger with AMR Technologies, Inc.**

- RESOLVED:** That AMR Technology, Inc., a wholly owned subsidiary of the Corporation (the "**Subsidiary**"), be merged with and into Albany Molecular Research, Inc. (the "**Corporation**") and that, at and after the effective time of such merger (the "**Effective Time**"), all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall be vested in and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.
- RESOLVED:** That the proper officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute, deliver and acknowledge the Plan of Merger (in substantially the form attached hereto as Exhibit A), the Vermont Articles of Merger, and Delaware Certificate of Ownership and Merger, in such forms as shall be finally approved by the Authorized Officers, and to cause the Vermont Articles of Merger to be filed in the office of the Secretary of State of the State of Vermont, and to cause the Delaware Certificate of Ownership and Merger to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the States of Vermont or Delaware, which may be necessary or proper to effect said merger.
- RESOLVED:** That at and after the Effective Time, the Corporation shall assume all of the obligations of the Subsidiary, such that all debts, liabilities, and duties of the Subsidiary shall henceforth attach to the Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Corporation.
- RESOLVED:** That the separate existence of the Subsidiary shall cease at the Effective Time pursuant to the provisions of the Vermont Business Corporation Act ("**VBCA**") and the Delaware General Corporation Law ("**DGCL**"); and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.
- RESOLVED:** That the issued and outstanding shares of capital stock of the Subsidiary shall not be converted in any manner, but each share that is issued as of the Effective Time shall be surrendered and extinguished.

**Exhibit A**

**PLAN OF MERGER**

PLAN OF MERGER, dated as of the 3rd day of December 2008, between AMR Technology, Inc., a Vermont corporation and wholly-owned subsidiary of AMRI ("AMR Tech"), and Albany Molecular Research, Inc., a Delaware corporation ("AMRI") The two corporations are hereinafter sometimes called the "Constituent Corporations." AMR Tech is hereinafter also sometimes referred to as the "Merged Corporation" and AMRI is hereinafter also sometimes referred to as the "Surviving Corporation."

WITNESSETH

WHEREAS, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that AMR Tech be merged with and into AMRI under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the States of Vermont and Delaware in a transaction qualifying as a liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, AMR TECH, by its Certificate of Incorporation, has authorized capital of 1,000 shares of Common Stock, all of which are now issued and outstanding and held of record by AMRI, and all of which will be canceled on the effective date of the merger; and

WHEREAS, the registered office of AMRI in the State of Delaware is located at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

WHEREAS, the principal office of AMR Tech is 5429 Main Street, Manchester Center, VT 05255, and AMRI is located at 21 Corporate Circle, PO Box 15098, Albany, NY 12212.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: AMR Tech shall be and hereby is merged into AMRI, and AMRI shall be the Surviving Corporation (the "Merger"). On the effective date of the Merger the separate existence of AMR Tech shall cease in accordance with applicable law.

SECOND: The Certificate of Incorporation of AMRI, as in effect on the effective date of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

THIRD: The effect of the Merger on the capital stock of the Merged Corporation and the Surviving Corporation shall be as follows:

(a) The issued and outstanding shares of capital stock of the Merged Corporation shall not be converted in any manner, but each share that is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished.



(b) After the effective date of the Merger, each holder of a certificate or certificates which represented shares of Common Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation, except as such are expressly reserved to such stockholder by statute, and shall surrender such certificate or certificates to the Surviving Corporation. Certificates representing shares of the capital stock of the Merged Corporation will be treated by the Surviving Corporation as null and void for all corporate purposes and will be deemed canceled.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-laws of AMRI as they exist on the effective date of the Merger shall be the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) At and after the effective date of the Merger, the directors and officers of AMRI shall continue in office as the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified.

(c) At and after the effective date of the Merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, contracts, agreements, leases, instruments, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, including for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, contracts, agreements, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of either of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

(d) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation, its officers and directors, will execute and deliver or cause to be executed and delivered all such deeds and instruments, and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired by the Surviving Corporation by reason or as a result of the Merger and otherwise to carry out the intent and purposes of the Merger, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation

are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(e) The Merger shall take effect on December 3, 2008 (the "effective date").

(f) This Plan of Merger may be terminated or abandoned by written action of the Board of Directors of AMRI at any time prior to the effective date of the Merger for any reason or for no reason. In the event of such termination or abandonment, this Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either Constituent Corporation or of the Board of Directors or stockholders of either Constituent Corporation.

(g) This Plan of Merger constitutes a Plan of Liquidation under the Internal Revenue Code, Section 332, as well as a Plan of Merger, to be carried out in the manner, on the terms and subject to the conditions herein set forth.

(h) All corporate acts, plans, policies, approvals and authorizations of AMR Tech, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, that were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation, and shall be effective and binding thereon as they were on AMR Tech, and all actions whether or not formally adopted, approved and ratified shall be effective and binding on the Surviving Corporation as if such actions were formally adopted, approved and ratified. The employees of AMR Tech shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of AMR Tech.

(i) From the effective date of the Merger, the officers and directors of the Surviving Corporation are hereby authorized, in the name of the corporations that were the Constituent Corporations, to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Plan of Merger.

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IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Albany Molecular Research, Inc., have caused this Plan of Merger to be executed by the undersigned officer of each party.

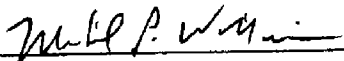
ALBANY MOLECULAR RESEARCH, INC.

By: 

Name: Mark T Frost

Title: CFO

AMR TECHNOLOGY, INC.

By: 

Name: Michael P. Williams

Title: Corporate Secretary

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

Certificate of Merger

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that

**AMR TECHNOLOGY, INC.**

a VERMONT domestic corporation

merged into

**ALBANY MOLECULAR RESEARCH, INC.**

a DELEWARE domestic corporation

effective in this office on December 03, 2008.

The name of the surviving corporation is

**ALBANY MOLECULAR RESEARCH, INC.**

December 04, 2008

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital



Deborah Markowitz  
Secretary of State



ARTICLES OF MERGER

OF

AMR TECHNOLOGY, INC., a Vermont Corporation

WITH AND INTO

ALBANY MOLECULAR RESEARCH, INC., a Delaware Corporation

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

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Albany Molecular Research, Inc. ("AMRI")	Delaware
AMR Technology, Inc. ("AMR Tech")	Vermont

SECOND: That AMRI is the parent corporation of AMR Tech.

THIRD: That the name of the surviving corporation in the merger is Albany Molecular Research, Inc., a Delaware corporation (the "**Surviving Corporation**").

FOURTH: That the terms and conditions of the plan of merger of AMRI and AMR Tech are as follows. The merger of AMR Tech with and into AMRI shall become effective on December 3, 2008, by which time the parties thereto will have filed a Certificate of Ownership and Merger with the Secretary of State for the State of Delaware and Articles of Merger of AMR Tech with the Secretary of State for the State of Vermont, and such filings will have been accepted by the applicable Secretary of State of both states (the "**Effective Time**"). At the Effective Time, the certificate of incorporation of AMRI as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation and the by-laws of AMRI as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation. The officers and directors of AMRI immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation immediately after the Effective Time. At the Effective Time, all of the property, rights, privileges, powers and franchises of AMR Tech and AMRI shall vest in the Surviving Corporation, and all debts, liabilities and duties of the AMR Tech and AMRI shall become the debts, liabilities and duties of the Surviving Corporation, and all of the issued and outstanding capital stock of AMR Tech shall be converted in the manner set forth in Section FIFTH hereunder.

FIFTH: That the manner and basis of converting all of the issued and outstanding shares of

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SECRETARY OF STATE  
CORPORATE SERVICES

capital stock of AMR Tech into shares of capital stock of the Surviving Corporation are as follows. At the Effective Time of the merger, each share of AMR Tech Common Stock then outstanding shall, by virtue of the Merger and without any action on the part of any holder thereof, cease to be outstanding and shall be cancelled and retired and shall cease to exist.

SIXTH: That Stockholder approval of the merger is not required.

SEVENTH: That these Articles of Merger shall become effective on December 3, 2008.

ALBANY MOLECULAR RESEARCH, INC.

By: Michael P. Williams

Name: Michael P. Williams

Title: CORPORATE SECRETARY

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CORPORATION

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