

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Apex Merger Sub, Inc.	04/17/2009
RECEIVING PARTY DATA	
Name:	Gilead Palo Alto, Inc.
Street Address:	333 Lakeside Drive
City:	Foster City
State/Country:	CALIFORNIA
Postal Code:	94404
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	61042625
Application Number:	12417891
CORRESPONDENCE DATA	
Fax Number:	(650)522-5575
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 522-4503
Email:	shou@gilead.com
Correspondent Name:	Daniel W. Collins
Address Line 1:	333 Lakeside Drive
Address Line 4:	Foster City, CALIFORNIA 94404
ATTORNEY DOCKET NUMBER:	08-0254 PRO & US
NAME OF SUBMITTER:	Daniel W. Collins
Total Attachments: 7 source=CVT to Gilead Palo Alto Merger Doc#page1.tif source=CVT to Gilead Palo Alto Merger Doc#page2.tif source=CVT to Gilead Palo Alto Merger Doc#page3.tif source=CVT to Gilead Palo Alto Merger Doc#page4.tif source=CVT to Gilead Palo Alto Merger Doc#page5.tif source=CVT to Gilead Palo Alto Merger Doc#page6.tif source=CVT to Gilead Palo Alto Merger Doc#page7.tif	

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REEL: 026050 FRAME: 0977

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, 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:

"APEX MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CV THERAPEUTICS, INC." UNDER THE NAME OF  
"GILEAD PALO ALTO, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE SEVENTEENTH DAY OF APRIL, A.D. 2009, AT 2:24  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTEENTH DAY OF  
APRIL, A.D. 2009, AT 4 O'CLOCK P.M.


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

2248911 8100M

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7251799

DATE: 04-17-09

PATENT  
REEL: 026050 FRAME: 0978

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**APEX MERGER SUB, INC.**  
**WITH AND INTO**  
**CV THERAPEUTICS, INC.**

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Pursuant to Section 253 of the  
Delaware General Corporation Law

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**APEX MERGER SUB, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "**Company**"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on March 10, 2009, pursuant to the General Corporation Law of the State of Delaware (the "**DGCL**"), the provisions of which permit the merger of a parent corporation organized and existing under the laws of such State into a subsidiary corporation organized and existing under the laws of such State.

SECOND: That the Company owns at least ninety percent (90%) of the outstanding shares of the common stock, \$0.001 par value per share ("**CV Therapeutics Common Stock**"), of CV Therapeutics, Inc., a corporation incorporated on December 11, 1990 pursuant to the DGCL ("**CV Therapeutics**"), which is the only class of stock of CV Therapeutics outstanding.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof and filed with the minutes of the proceedings of its Board of Directors, pursuant to Section 141(f) of the DGCL, on April 17, 2009, determined to merge itself with and into CV Therapeutics (the "**Merger**");

**AGREEMENT AND PLAN OF MERGER**

**WHEREAS**, the Company owns at least ninety percent (90%) of the outstanding shares of common stock, par value \$0.001 per share, of CV Therapeutics, Inc., a Delaware corporation ("**CV Therapeutics**"), which is the only class of stock of CV Therapeutics outstanding; and

**WHEREAS**, the Board of Directors of the Company has deemed it advisable that the Company be merged with and into CV Therapeutics pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "**DGCL**").

**NOW, THEREFORE, BE IT RESOLVED**, that the Company be merged with and into CV Therapeutics pursuant to Section 253 of the DGCL with CV Therapeutics being the surviving corporation (the "**Merger**");

**RESOLVED FURTHER**, that, at the effective time of the Merger by virtue thereof and without any action on the part of the holder thereof, each share of common stock of CV Therapeutics issued and outstanding at the effective time of the Merger (other than any shares then held by CV Therapeutics, any wholly owned subsidiary of CV Therapeutics, Gilcad Sciences, Inc. ("Parent"), the Company or any other wholly owned subsidiary of Parent or held in CV Therapeutics' treasury) shall be converted into the right to receive, in cash (upon the proper surrender of such share), an amount equal to \$20.00, without interest, subject to appraisal rights under the DGCL;

**RESOLVED FURTHER**, that, at the effective time of the Merger, each share of common stock, par value \$0.001 per share, of the Company then outstanding shall be converted into one share of common stock of the surviving corporation, which shares shall be duly and validly issued, fully-paid and non-assessable;

**RESOLVED FURTHER**, that, at the effective time of the Merger, each share of common stock of CV Therapeutics then held by CV Therapeutics, any wholly owned subsidiary of CV Therapeutics, Parent, the Company or any other wholly owned subsidiary of Parent or held in CV Therapeutics' treasury shall be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor;

**RESOLVED FURTHER**, that, at the effective time of the Merger, the name of the surviving corporation shall be changed to "Gilead Palo Alto, Inc.";

**RESOLVED FURTHER**, that, at the effective time of the Merger, the Certificate of Incorporation of the surviving corporation shall be amended in its entirety to read as set forth in **Exhibit A** attached hereto;

**RESOLVED FURTHER**, that the proper officers of the Company be, and they hereby are, authorized and directed, on behalf of the Company, to make, execute and acknowledge a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

**FOURTH:** That the Merger has been approved by the holder of all of the outstanding stock of the Company entitled to vote thereon by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

**FIFTH:** That from and after the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in **Exhibit A** attached hereto.

**SIXTH:** That the Merger shall become effective at 4:00 p.m. Eastern Time on April 17, 2009.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name as of the 17 day of April, 2009.

APEX MERGER SUB, INC.

By: John F. Milligan  
Name: John F. Milligan, Ph.D.  
Title: President

ATTESTED TO:

By: Gregg H. Alton  
Name: Gregg H. Alton  
Title: Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

**EXHIBIT A**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**GILEAD PALO ALTO, INC.**

**I.**

The name of this corporation is Gilead Palo Alto, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock which the corporation is presently authorized to issue is One Hundred (100) shares, each having a par value of one tenth of a cent (\$0.001).

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B.** Election of Directors

**1.** Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**2.** No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 2115(b) of the California General Corporation Law ("CGCL"). During such time or times that the corporation is subject to Section 2115(b) of the CGCL, every stockholder entitled

to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (a) the names of such candidate or candidates have been placed in nomination prior to the voting and (b) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

### C. Removal

1. During such time or times that the corporation is subject to Section 2115(b) of the CGCL, the Board of Directors or any individual director may be removed from office at any time without cause by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on such removal; provided, however, that unless the entire Board is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

2. At any time or times that the corporation is not subject to Section 2115(b) of the CGCL and subject to any limitations imposed by law, Section C.1 above shall not apply and the Board of Directors or any director may be removed from office at any time (a) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote at an election of directors or (b) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

3. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

### VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action

further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

B. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the CGCL) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or through stockholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the CGCL, subject, at any time or times that the corporation is subject to Section 2115(b) of the CGCL, to the limits on such excess indemnification set forth in Section 204 of the CGCL.

C. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.