

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3577626

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
COM AFFILIATION, INC.	09/09/2015

RECEIVING PARTY DATA

Name:	ALBERT EINSTEIN COLLEGE OF MEDICINE, INC.
Street Address:	1300 MORRIS PARK AVENUE
City:	BRONX
State/Country:	NEW YORK
Postal Code:	10461

PROPERTY NUMBERS Total: 27

Property Type	Number
Application Number:	62090140
Application Number:	14566762
PCT Number:	US1469981
Application Number:	14409234
Application Number:	62097515
PCT Number:	US1472474
Application Number:	62100316
Application Number:	14413727
Application Number:	62102170
Application Number:	14415333
Application Number:	14416078
PCT Number:	US1512160
Application Number:	62111159
Application Number:	14419669
PCT Number:	US1514778
PCT Number:	US1514973
Application Number:	62114456
PCT Number:	US1516753
PCT Number:	US1517410
PCT Number:	US1518272

PATENT

Property Type	Number
Application Number:	14426775
Application Number:	62131472
Application Number:	14429001
Application Number:	14666746
Application Number:	14669469
Patent Number:	7144989
Patent Number:	8557808

CORRESPONDENCE DATA

Fax Number: (212)336-8001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212 336 8000

Email: ptodocket@arelaw.com

Correspondent Name: AMSTER, ROTHSTEIN & EBENSTEIN LLP

Address Line 1: 90 PARK AVENUE

Address Line 4: NEW YORK, NEW YORK 10016

ATTORNEY DOCKET NUMBER: 96700/2153

NAME OF SUBMITTER: ALAN D. MILLER

SIGNATURE: /Alan D. Miller/

DATE SIGNED: 10/20/2015

Total Attachments: 11

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 10, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

COM Affiliation, Inc.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is

COM Affiliation, Inc.

If the name of the corporation has been changed, the name under which it was formed is

N/A

SECOND: The certificate of incorporation was filed by the Department of State on
October 29, 2014

THIRD: The law the corporation was formed under is
Not-for-Profit Corporation Law

FOURTH: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of
Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph First of the Certificate of Incorporation regarding
The name of the Corporation

is hereby [*check the appropriate box*] added amended to read in its entirety as follows:

The name of the corporation is Albert Einstein College of Medicine, Inc. (hereinafter referred to as the "Corporation").

Paragraph FOURTH of the Certificate of Incorporation regarding
the purpose of the Corporation

is hereby [check the appropriate box] added amended to read in its entirety as follows:

- (a) The Corporation is organized and shall be operated exclusively for the educational, charitable, and scientific purposes of:
- (i) operating a research institute intended to advance basic science, health-related, and translational research conducted in the public interest;
 - (ii) operating, conducting, and maintaining a school of medicine subject to the authority of the New York Board of Regents (the "Regents");
 - (iii) facilitating the integration of the activities of the school of medicine and the research institute to enhance the educational program of the school of medicine and perform research in the public interest;
 - (iv) supporting and facilitating medical education in accordance with the terms of an agreement by and between the Corporation, Yeshiva University and Montefiore Medicine Academic Health System, Inc.; and
 - (v) without limiting the generality of the foregoing, engaging in any and all lawful acts or activities, and exercising all such powers, rights and privileges applicable to corporations incorporated under the NPCL, in furtherance of accomplishing the foregoing educational, charitable, and scientific purposes.
- (b) The Corporation shall engage in activities in furtherance of the purposes described in Paragraph (a) of this Article FOURTH exclusively for charitable, scientific and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code.
- (c) The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

(Remove this page if not needed)

Paragraph Eighth of the Certificate of Incorporation regarding
limitations on the Corporation with respect to qualifying for exemption from federal income
tax

is hereby [*check the appropriate box*] added amended to read in its entirety as follows:

Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an origination described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a) or 2522(a) of the Code.

Further, notwithstanding anything to the contrary in this Certificate, nothing contained herein shall authorize the Corporation to grant degrees or degree credit unless the Corporation is recognized by the Regents as having such authority. The Corporation, to the extent it shall operate, conduct and maintain a school of medicine and exercise degree-granting authority, shall be subject to and comply with all of the statutory provisions, Rules of the Regents and Regulations of the Commissioner of Education which would be applicable to a corporation created by the Regents pursuant to Section 216 of the Education Law for the same purpose or purposes. In addition, within 30 days after receipt by the Corporation of an order by the Regents directing such action, the Corporation shall cause to be filed with the Secretary of State a certificate of amendment to this Certificate deleting therefrom all provisions authorizing the Corporation to operate a school of medicine, and changing the corporate name, if necessary, to delete therefrom any word or words which indicate or suggest that the Corporation operates a school of medicine. Such an order of the Regents shall be made only upon the same grounds and after the same procedures as are applicable to the revocation of a charter granted by the Regents pursuant to section 216 of the Education Law for the purpose of authorizing the Corporation thereby created to operate a school of medicine.

(Remove this page if not needed)

Paragraph Sixteenth of the Certificate of Incorporation regarding
the address of the Corporation for service of process

is hereby [check the appropriate box] added amended to read in its entirety as follows:

The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon the Secretary of State is:

Albert Einstein College of Medicine, Inc.
c/o Montefiore Medicine Academic Health System, Inc.
Attn: General Counsel
111 East 210th Street
Bronx, N.Y. 10467

(Remove this page if not needed)

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is

Albert Einstein College of Medicine, Inc.
c/o Montefiore Medicine Academic Health System, Inc.
Attn: General Counsel
111 East 210th Street
Bronx, N.Y. 10467

SEVENTH: The certificate of amendment was authorized by *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.



(Signature)

Secretary

(Capacity of Signer)

Christopher S. Panczner

(Print or Type Signer's Name)

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE


Consent is hereby given to the filing by COM Affiliation, Inc. of the annexed certificate of amendment, including a change of name to Albert Einstein College of Medicine, Inc. pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the General Business Law, the Limited Liability Company Law, the Partnership Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

MARYELLEN ELIA
Commissioner of Education and on behalf of
the Board of Regents

By:


Richard L. Nabozny

Commissioner's authorized designee

Date

7-22-2015

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CHARITIES BUREAU

The Attorney General hereby approves pursuant to N-PCL § 804(a)(ii)(A) the proposed Certificate of Amendment of COM Affiliation, Inc. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

8-6-15

Date

A handwritten signature in cursive script, appearing to read 'Paula Gellman', written over a horizontal line.

Paula Gellman
Assistant Attorney General

150909000715

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

COM Affiliation, Inc.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Spencer M. Hoffman, Esq.

Address Ropes & Gray, LLP, 1211 Avenue of the Americas

City, State and Zip Code New York, NY 10036-8704

FILED

SEP 9 11 53 AM '15

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

RECEIVED

SEP -9 PM 2:25

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 09 2015

TAXS

BY: luc

DRAWDOWN

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