

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4157060

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	MAGCEUTICS, INC.	07/08/2015
RECEIVING PARTY DATA		
Name:	NEUROCENTRIA, INC.	
Street Address:	3159 CORPORATE PL	
City:	HAYWARD	
State/Country:	CALIFORNIA	
Postal Code:	94545	
PROPERTY NUMBERS Total: 2		
Property Type	Number	
Application Number:	15344417	
Application Number:	15344466	
CORRESPONDENCE DATA		
Fax Number:	(650)493-6811	
<i>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.</i>		
Phone:	650-493-9300	
Email:	cehui@wsgr.com	
Correspondent Name:	WILSON SONSINI GOODRICH & ROSATI	
Address Line 1:	650 PAGE MILL ROAD	
Address Line 4:	PALO ALTO, CALIFORNIA 94304	
ATTORNEY DOCKET NUMBER:	36029-704.304; 704.305	
NAME OF SUBMITTER:	CECILIA HUI	
SIGNATURE:	/Cecilia Hui/	
DATE SIGNED:	11/23/2016	
Total Attachments: 9		
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Secretary of State
State of California

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAGCEUTICS, INC.**

The undersigned hereby certify that:

1. Guosong Liu is the duly elected and acting Chief Executive Officer, and Fei Mao is the duly elected and acting Secretary, of Magceutics, Inc., a California corporation (the "**Corporation**").
2. The Amended and Restated Articles of Incorporation of the Corporation filed with the California Secretary of State on May 2, 2012 are hereby amended and restated to read as follows:

ARTICLE I

The name of the Corporation is Neurocentria, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California (the "**General Corporation Law**") other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

A. The Corporation is authorized to issue two classes of shares to be designated respectively Common Stock ("**Common Stock**") and Preferred Stock ("**Preferred Stock**"). The total number of shares of all classes of capital stock that the Corporation is authorized to issue is Thirty-One Million One Hundred Eighty Thousand Eight Hundred and Seventy (31,180,870). The total number of shares of Common Stock the Corporation is authorized to issue is Twenty-Eight Million (28,000,000). The total number of shares of Preferred Stock the Corporation is authorized to issue is Three Million One Hundred Eighty Thousand Eight Hundred and Seventy (3,180,870). Both the Common Stock and the Preferred Stock shall have no par value.

B. One Million Four Hundred Sixty Five Thousand Three Hundred (1,465,300) shares of the Preferred Stock are designated "Series A Preferred Stock" (the "**Series A**"). Six Hundred One Thousand One Hundred Eleven (601,111) shares of the Preferred Stock are designated "Series A+ Preferred Stock" (the "**Series A+**"). One Million One Hundred Eleven Thousand Four Hundred Fifty Nine (1,114,459) shares of the Preferred Stock are designated "Series B Preferred Stock" (the "**Series B**"). As used herein, "**Preferred Stock**" shall mean, collectively, the Series A, the Series A+ and the Series B. The respective powers, preferences, rights, restrictions, and other matters relating to the Preferred Stock are as follows:

1. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, an amount per share equal to the Series A Preferred Return, the Series A+ Preferred

Return, the Series B Preferred Return, as applicable. The "**Series A Preferred Return**" shall be an amount equal to \$0.6825 for each outstanding share of Series A (the "**Original Series A Issue Price**") (as adjusted for any stock dividends, combinations, consolidations, stock distributions, splits, or other similar events with respect to such shares). The "**Series A+ Preferred Return**" shall be an amount equal to \$0.8318 for each outstanding share of Series A+ (the "**Original Series A+ Issue Price**") (as adjusted for any stock dividends, combinations, consolidations, stock distributions, splits, or other similar events with respect to such shares). The "**Series B Preferred Return**" shall be an amount equal to \$2.4954 for each outstanding share of Series B (the "**Original Series B Issue Price**") (as adjusted for any stock dividends, combinations, consolidations, stock distributions, splits, or other similar events with respect to such shares). If upon the occurrence of such event, the assets and funds to be distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock on a *pari passu* basis in proportion to the preferential amount each such holder is otherwise entitled to receive. Distributions made pursuant to this Section B.1(a) shall represent the totality of distributions made to holders of shares of Series A, Series A+ and Series B with respect to the shares thereof held thereby upon the occurrence of the events discussed in this Section B.1.

(b) After the distributions described in Section B.1(a) of this Article III have been made, the entire remaining assets of the Corporation legally available for distribution, if any, shall be allocated *pro rata* among all holders of shares of Common Stock (but not holders of shares of Series A, Series A+ or Series B), with each such holder being entitled to receive that portion of the aggregate amount to be distributed that is equal to the number of shares of Common Stock then held by such holder divided by the number of shares of Common Stock then held by all such holders in the aggregate, and each such holder shall rank *pari passu* to each other holder with respect to payment of such amounts.

(c) For purposes of this Section B.1, a "**Liquidation Transaction**" means (A) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or (B) any transaction or series of transactions (including, without limitation, any reorganization, recapitalization, share sale, merger or consolidation, but excluding such transaction effected exclusively for the purpose of changing the domicile of the Corporation) providing for or resulting in (i) any sale, lease (other than a lease for purposes of effecting a financing in the ordinary course of business), assignment, transfer or other conveyance of all or substantially all of the Corporation's assets, (ii) all of the shareholders of the Corporation immediately prior to the consummation of such transaction, considered collectively, immediately following the transaction not owning (either by voting securities remaining outstanding or by voting securities being converted into voting securities of the surviving entity) shares of the surviving entity constituting at least a majority of the voting power of the surviving entity, or (iii) a sale (or multiple related sales) of one or more subsidiaries of the Corporation or other form of sale (whether by way of merger, consolidation, reorganization or sale of all or substantially all assets or securities) which constitutes all or substantially all of the consolidated assets of the Corporation.

(d) If any of the assets of the Corporation are to be distributed under this Section B.1, or for any other purpose, in a form other than cash, then, subject to the provisions of Section B.1(c), the Board shall be empowered to, and shall promptly determine in good faith the value of the assets to be distributed to the holders of Preferred Stock and Common Stock. This Corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Preferred Stock and Common Stock.

(e) Any securities of a surviving entity to be delivered to the holders of Preferred Stock pursuant to any transaction or series of transactions described in Section B.1 shall be valued as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If such securities or other securities of the same class of the surviving entity are traded on a securities exchange or the NASDAQ National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or the NASDAQ National Market over the twenty (20) day period ending two (2) days prior to the closing of such transaction or series of transactions;

(2) If such securities or other securities of the same class of the surviving entity are actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sales price as applicable over the twenty (20) day period ending two (2) days prior to the closing of such transaction or series of transactions; and

(3) If there is no active public market, the value shall be the fair market value thereof, as reasonably determined by the Board.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in clauses (i)(1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by the Board.

(f) The Corporation shall give each holder of record of Preferred Stock written notice of any impending transaction treated as a Liquidation Transaction not later than twenty (20) days prior to any shareholders' meeting called to approve such transaction, or twenty (20) days prior to the Closing of such transaction, whichever is earlier. Such notice shall describe the material terms of such proposed transaction in reasonable detail, including a description of the cash, stock or other property to be received by the holders of Preferred Stock upon the closing of such transaction, the expected date of such closing and a description of the cash, stock and other property that would be received by the holders of Preferred Stock in the event the Preferred Stock was converted into Common Stock immediately prior to the closing of the proposed transaction. In the event a material change in the terms of the proposed transaction occurs subsequent to delivery of the notice described above, the Corporation shall promptly provide written notice of such material change to each holder of Preferred Stock.

(g) The Corporation shall not consummate any proposed transaction on or before the 20th day following delivery of the initial notice referred to in Section B.1(f) of this Article III or on or before the 10th day following delivery of any subsequent notice relating to a material change in the terms of the proposed transaction, whichever is later; provided, however, any such period may be shortened with the consent of a majority of the holders of each class of the shares of Preferred Stock then outstanding.

2. Redemption. None of the shares of the Preferred Stock shall be redeemable.

3. Conversion. The holders of Preferred Stock shall have conversion rights as follows (the "*Conversion Rights*"):

(a) Right To Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (X) the Original Series A Issue Price, Original Series A+ Issue Price or Original Series B Issue Price, as applicable, by (Y) the Series A conversion price then in effect (the "*Series A Conversion Price*"), the Series A+ conversion price then in

effect (the "**Series A+ Conversion Price**") or the Series B conversion price then in effect (the "**Series B Conversion Price**"), as applicable. The initial Series A Conversion Price per share of Series A shall be the Original Series A Issue Price. The initial Series A+ Conversion Price per share of Series A+ shall be the Original Series A+ Issue Price. The initial Series B Conversion Price per share of Series B shall be the Original Series B Issue Price. The Series A Conversion Price, Series A+ Conversion Price, or Series B Conversion Price shall collectively be referred to as the "**Conversion Price**").

(b) **Automatic Conversion.** Each share of Preferred Stock shall be automatically converted into shares of Common Stock at the applicable Conversion Price, then in effect immediately upon the closing of a firmly underwritten public offering of shares of the Corporation's Common Stock pursuant to a registration statement on Form S-1 filed pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), which is lead managed by an underwriter of nationally recognized standing, for listing on a nationally recognized exchange, with aggregate gross proceeds to the Corporation of not less than \$15,000,000 (a "**Qualified IPO**").

(c) **Mechanics of Conversion.** Before any holder of Preferred Stock shall be entitled voluntarily to convert the same into shares of Common Stock, if the holder has been issued a certificate or certificates for such shares, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the number of shares to be converted and the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. No fractional share shall be issued upon the conversion of any share or shares of the Preferred Stock. All shares of Common Stock, including fractions thereof, issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined by the Board), in their sole and absolute discretion).

(d) **Conversion in Connection with a Qualified IPO.** In the event of an automatic conversion in connection with a Qualified IPO, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or the transfer agent for such Preferred Stock and shall be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such Qualified IPO. The Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or the transfer agent for such Preferred Stock as provided above, or the holder notifies the Corporation or the transfer agent for such Preferred Stock that such certificates have been lost, stolen or destroyed and executes an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

(c) Adjustments for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that this Corporation at any time or from time to time after the date on which a share of Preferred Stock, was first issued shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, stock dividend, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the applicable Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(f) Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section B.3(f) of this Article III or a merger or other reorganization referred to in Section B.2(c) of this Article III), the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

(g) No Impairment. The Corporation will not, by amendment of these Second Amended and Restated Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section B.3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

(h) Certificates as to Adjustments. Following the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to this Section B.3, the Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished at its expense to such holder a certificate executed by the Corporation's Chief Executive Officer setting forth (i) such adjustments and readjustments, (ii) the applicable Conversion Price, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Preferred Stock.

(i) Notices of Record Date. In the event that the Corporation shall propose at any time: (i) taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription *pro rata* to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey

all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Preferred Stock:

(1) At least ten (10) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in clauses (i) and (ii) above; and

(2) In the case of the matters referred to in clauses (iii) and (iv) above, at least ten (10) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of its Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of its capital stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Second Amended and Restated Articles of Incorporation.

(k) Notices. Any notice required by this Section B.3 to be given to the holders of shares of the Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address on the books of the Corporation.

4. Voting Rights. Except as required by applicable law, each holder of Preferred Stock shall have the right to one (1) vote for each share of Common Stock into which such share of Preferred Stock could be converted on the record date for the vote or written consent of shareholders. With respect to such vote, except as otherwise provided herein or as required by law, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock and shall vote together with the holders of Common Stock and not as a separate class, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held by such holder on the record date for the vote or written consent of shareholders. Fractional votes by the holders of Preferred Stock shall not, however, be permitted, and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) be rounded up to the nearest whole number.

5. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section B.3 of this Article III, the shares so converted shall be canceled and shall not be issuable by the Corporation, and these Second Amended and Restated Articles of Incorporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

ARTICLE IV

A. The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The Corporation shall indemnify to the fullest extent permitted by applicable law, any director of the Corporation 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 (a "*Proceeding*") 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 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, including service with respect to employee benefit plans, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

Neither any amendment or repeal of this Article IV, nor the adoption of any provision of this Certificate inconsistent with this Article IV, shall eliminate or reduce the effect of this Article IV, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IV, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

B. Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.

ARTICLE V

In connection with distributions or repurchases by the Corporation of its Common Stock or Preferred Stock, in regards to Sections 500(a)(1) and Section 500(b) of the California Corporations Code such distributions or repurchases may be made without regard to the preferential dividends arrear amount, and in regards to Sections 500(a)(2) and Section 500(b) of the California Corporations Code such distributions or repurchases may be made without regard to the preferential rights amount.

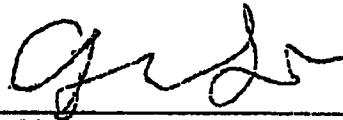
[Remainder of this page intentionally left blank.]

3. The foregoing amendment and restatement of the Articles of Incorporation of the Corporation has been duly approved by the Board.

4. The foregoing amendment and restatement of the Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The number of outstanding shares of the Corporation entitled to vote with respect to such amendment and restatement is One Million Four Hundred Sixty Five Thousand Three Hundred (1,465,300) shares of Series A and Twenty One Million Nine Hundred Seventy Eight Thousand Twenty Two (21,978,022) shares of Common Stock. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was (i) more than 50% of the outstanding shares of Series A and Common Stock, voting together as a single class, (ii) more than 50% of the outstanding shares of the Series A, voting together as a single and separate class, and (iii) more than 50% of the outstanding shares of Common Stock, voting together as a single and separate class.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: July 8, 2015.



Guosong Liu
Chief Executive Officer



Fei Mao
Secretary



I hereby certify that the foregoing transcript of 6 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR - 8 2016 *RS*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

PATENT

RECORDED: 11/23/2016

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