

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4202527

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|---|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME |
| EFFECTIVE DATE: | 05/31/2011 |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| RULES-BASED MEDICINE, INC. | 05/31/2011 |
| NEWLY MERGED ENTITY DATA | |
| Name | Execution Date |
| MYRIAD RBM, INC. | 05/31/2011 |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | |
| Name: | MYRIAD RBM, INC. |
| Street Address: | 3300 DUVAL RD # 110 |
| City: | AUSTIN |
| State/Country: | TEXAS |
| Postal Code: | 78759 |
| PROPERTY NUMBERS Total: 3 | |
| Property Type | Number |
| Application Number: | 12852236 |
| Application Number: | 14643873 |
| Application Number: | 15014993 |
| CORRESPONDENCE DATA | |
| Fax Number: | |
| <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> | |
| Email: | BHickey@mintz.com |
| Correspondent Name: | BETHANY HICKEY |
| Address Line 1: | MINTZ LEVIN |
| Address Line 2: | 666 THIRD AVENUE |
| Address Line 4: | NEW YORK, NEW YORK 10017 |
| ATTORNEY DOCKET NUMBER: | 12496-032 |
| NAME OF SUBMITTER: | ROBERT C. SWEENEY |
| SIGNATURE: | /Robert C. Sweeney/ |

| | |
|---------------------|------------|
| DATE SIGNED: | 12/28/2016 |
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Total Attachments: 5

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MYRIAD RBM, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "RULES-BASED MEDICINE, INC." TO "MYRIAD RBM, INC.", FILED THE THIRTY-FIRST DAY OF MAY, A.D. 2011, AT 3:14 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3553976 8100X
SR# 20167038824

Authentication: 203496958
Date: 12-12-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

PATENT
REEL: 040781 FRAME: 0348

**CERTIFICATE OF MERGER
OF
MYRIAD RBM, INC.
WITH AND INTO
RULES-BASED MEDICINE, INC.**

Pursuant to the provisions of Section 251 of the General Corporation Law of Delaware, the undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. That the name and state of incorporation of the constituent corporations that are to merge are as follows:

(a) Myriad RBM, Inc., which is incorporated under the laws of the State of Delaware ("**Merger Sub**");

(b) Rules-Based Medicine, Inc., which is incorporated under the laws of the State of Delaware (the "**Surviving Corporation**").

2. That an Agreement and Plan of Merger, dated as of April 27, 2011 (the "**Merger Agreement**"), by and among Myriad Genetics, Inc., a Delaware corporation, Merger Sub, the Surviving Corporation and Mark Chandler, Ph.D., in his capacity as Representative, providing for the merger of Merger Sub with and into the Surviving Corporation (the "**Merger**"), has been approved, adopted, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of Delaware.

3. That the Surviving Corporation is the surviving corporation in the Merger, and will continue its existence as said surviving corporation under the name "Myriad RBM, Inc." upon the effective time of the Merger.

4. That upon the effective time of the Merger, the Amended and Restated Certificate of Incorporation, as amended, of the Surviving Corporation shall be amended and restated in its entirety as set forth in Exhibit A hereto.

5. That the Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

6. That the executed Merger Agreement is on file at the principal business office of the Surviving Corporation, the address of which is 3300 Duval Road, Austin, Texas 78759.

7. That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

Signature page follows.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 31st day of May, 2011.

RULES-BASED MEDICINE, INC.

By: 

Name: _____

Title: _____

Patrick S. McClain
SVP & CFO

CERTIFICATE OF MERGER
SIGNATURE PAGE

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EXHIBIT A

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MYRIAD RBM, INC.**

1. Name. The name of the corporation is "Myriad RBM, Inc." (the "**Corporation**").
2. Registered Office and Agent. The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.
3. Purposes. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful business or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "**DGCL**").
4. Authorized Capital Stock. The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares, par value \$0.001 per share, designated as Common Stock.
5. Board of Directors. The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors of the Corporation (the "**Board**"). The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "**Bylaws**").
6. Election of Directors. Directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.
7. Bylaws. In furtherance and not in limitation of the powers conferred by statute, the directors of the Corporation shall have the power to adopt, amend and repeal the Bylaws of the Corporation.
8. Meetings of Stockholders. Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide.
9. Corporate Books. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.
10. Fiscal Year. Except as otherwise determined by the Board from time to time, the fiscal year of the Corporation shall end on the last day of June of each year.
11. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) its directors, officers and agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such directors, officers, agents or other persons, vote of stockholders or disinterested directors, or

otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable law (statutory or non-statutory) with respect to actions for breach of duty to this Corporation, its stockholders, and others. Any repeal or modification of any of the foregoing provisions of this Section 11 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer, or agent occurring prior to, such repeal or modification.

12. Limitation on Personal Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Section 12 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Section 12, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including any subsequent amendment to the DGCL.
13. Reservation of Certain Rights. The Corporation reserves the right to amend, alter, change or repeal in any respect any provision contained in this Second Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable laws, and all rights conferred upon stockholders in this Certificate of Incorporation are granted subject to this reservation.

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