

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4580071

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME	
EFFECTIVE DATE:	08/02/2017	
CONVEYING PARTY DATA		
	Name	Execution Date
	MITOKININ LLC	08/02/2017
NEWLY MERGED ENTITY DATA		
	Name	Execution Date
	MITOKININ. INC.	08/02/2017
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)		
Name:	MITOKININ. INC.	
Street Address:	45 BROADWAY, SUITE 1440	
City:	NEW YORK	
State/Country:	NEW YORK	
Postal Code:	10006	
PROPERTY NUMBERS Total: 3		
	Property Type	Number
	Application Number:	15118465
	Application Number:	62522840
	Application Number:	61938691
CORRESPONDENCE DATA		
Fax Number:	(215)979-3899	
<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:	215-979-3845	
Email:	jholland@mccarter.com	
Correspondent Name:	MCCARTER & ENGLISH	
Address Line 1:	1600 MARKET STREET, SUITE 3900	
Address Line 4:	PHILADELPHIA, PENNSYLVANIA 19103	
ATTORNEY DOCKET NUMBER:	127291-00101-00300	
NAME OF SUBMITTER:	JOHN A ZURAWSKI	
SIGNATURE:	/John A. Zurawski Reg No 61524/	

DATE SIGNED:	09/05/2017
Total Attachments: 8 source=Mitokinin_Name_Change_Merger-coversheet_pto1595#page1.tif source=127291-Mitokinin-Name-Change-Merger#page1.tif source=127291-Mitokinin-Name-Change-Merger#page2.tif source=127291-Mitokinin-Name-Change-Merger#page3.tif source=127291-Mitokinin-Name-Change-Merger#page4.tif source=127291-Mitokinin-Name-Change-Merger#page5.tif source=127291-Mitokinin-Name-Change-Merger#page6.tif source=127291-Mitokinin-Name-Change-Merger#page7.tif	

RECORDATION FORM COVER SHEET
PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Mitokinin LLC (a New York limited liability company)

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 8/2/2017

- ☐ Assignment ☒ Merger
☐ Security Agreement ☒ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Mitokinin, Inc.

Internal Address: _____

Street Address: 45 Broadway, Suite 1440

City: New York

State: NY

Country: US Zip: 10006

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document serves as an Oath/Declaration (37 CFR 1.63).

A. Patent Application No.(s)

B. Patent No.(s)

61/938,691; 15/118,465;
PCT/US2015/015513; 62/522,840

Additional numbers attached? ☐ Yes ☒ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: McCarter & English

Internal Address: _____

Street Address: 1600 Market Street, Suite 3900

City: Philadelphia

State: PA Zip: 19103

Phone Number: 215-979-3845

Docket Number: 127291-00101 and 00300

Email Address: jholland@mccarter.com

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 1.21(h) & 3.41) \$ _____

- ☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 50-3570

Authorized User Name Julianne Holland

9. Signature:

/John A. Zurawski Reg No 61,524/

Signature

Date

John A. Zurawski

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT

REEL: 043491 FRAME: 0907

Delaware

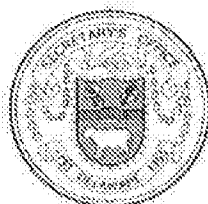
The First State

Page 1

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 MERGER, WHICH MERGES:

"MITOKININ LLC", A NEW YORK LIMITED LIABILITY COMPANY,
WITH AND INTO "MITOKININ, INC." UNDER THE NAME OF
"MITOKININ, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2017, AT 10:03 O'CLOCK
A.M.

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



6492675 8100M
SR# 20175530307

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

Authentication: 202988880
Date: 08-02-17

PATENT
REEL: 043491 FRAME: 0908

CERTIFICATE OF MERGER

OF

MITOKININ LLC

(a New York limited liability company)

INTO

MITOKININ, INC.

(a Delaware corporation)

Pursuant to Section 264 of the Delaware General Corporation Law ("DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Mitokinin, Inc., a Delaware corporation (the "Surviving Corporation"), and the name of the foreign limited liability company being merged into the Surviving Corporation is Mitokinin LLC, a New York limited liability company (the "LLC").

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Section 264 of the DGCL.

THIRD: The name of the surviving corporation is Mitokinin, Inc.

FOURTH: No amendments or changes to the Certificate of Incorporation of Mitokinin, Inc. as filed with the Delaware Secretary of State (the "Certificate of Incorporation") are desired; therefore, the Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The merger is to become effective upon the filing of this Certificate of Merger.

SIXTH: The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation which is located at 45 Broadway, Suite 1440, New York, NY 10006.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporation or any member of the constituent limited liability company.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer, the 2nd day of August, 2017.

MITOKININ, INC.,
a Delaware corporation

By: 

Name: Daniel de Roulet, Jr.

Title Chief Executive Officer

ME125231674v.2

Delaware

The First State

Page 1

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 INCORPORATION OF "MITOKININ, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2017, AT 4:16 O'CLOCK P.M.

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



6492675 8100
SR# 20175430168

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

Authentication: 202957593
Date: 07-26-17

PATENT
REEL: 043491 FRAME: 0911

STATE of DELAWARE
CERTIFICATE of INCORPORATION
of
Mitokinin, Inc.,
a stock corporation

1. **Name.** The name of this Corporation is Mitokinin, Inc. (the "Corporation").
2. **Registered Office and Agent.** The name of the Corporation's registered agent and the address of Corporation's registered office in the State of Delaware are Corporation Service Company, 251 Little Falls Drive, County of New Castle, Wilmington, DE 19808.
3. **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL") and to possess and exercise all of the powers and privileges granted by the DGCL and any other law of the State of Delaware.
4. **Authorized Capital.** The Corporation is authorized to issue one class of capital stock designated as "Common Stock". The total number of shares which the Corporation is authorized to issue is 8,000,000 shares of Common Stock, with a par value of \$0.0001 per share.
5. **Incorporator.** The name and mailing address of the incorporator are Daniel de Roulet, Jr., 45 Broadway, Suite 1440, New York, NY 10006.
6. **Bylaws.** The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.
7. **Election of Directors.** Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
8. **Right to Amend.** The Corporation reserves the right to amend any provision contained in this Certificate of Incorporation as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation. In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation, and to confer in such bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute.
9. **Limitation on Liability.** The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become

available under the DGCL. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 9 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

10. Business Combinations with Interested Stockholders. The Corporation elects not to be governed by Section 203 of the DGCL.

11. Existence. The Corporation is to have a perpetual existence.

12. Indemnification. The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, as the same exists or as may hereafter be amended and supplemented from time to time, indemnify any and all directors and officers whom it shall have the power to indemnify under said Section 145 from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors, and administrators of such a person. To the fullest extent permitted by Delaware law, as it may be amended and supplemented from time to time, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Section 12 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(continued on the next page)

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 21st day of July, 2017.



Daniel de Roulet, Jr., Incorporator