

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4897292

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/28/2017

CONVEYING PARTY DATA

Name	Execution Date
SYNLOGIC, INC.	08/28/2017

RECEIVING PARTY DATA

Name:	SYNLOGIC OPERATING COMPANY, INC.
Street Address:	251 LITTLE FALLS DRIVE
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19808

PROPERTY NUMBERS Total: 11

Property Type	Number
PCT Number:	US2017013074
PCT Number:	US2017012946
PCT Number:	US2017017563
PCT Number:	US2017013072
PCT Number:	US2016032565
PCT Number:	US2017016609
PCT Number:	US2017017552
PCT Number:	US2016069052
PCT Number:	US2017012982
PCT Number:	US2017016603
PCT Number:	US2018012698

CORRESPONDENCE DATA

Fax Number: (617)607-9200

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: 617-449-6500

Email: lmargolis@mccarter.com

Correspondent Name: MCCARTER & ENGLISH, LLP

Address Line 1: 265 FRANKLIN STREET

Address Line 4: BOSTON, MASSACHUSETTS 02110

PATENT

ATTORNEY DOCKET NUMBER:	126046
NAME OF SUBMITTER:	MARCIE B. CLARKE, J.D., PH.D.
SIGNATURE:	/Marcie B. Clarke/
DATE SIGNED:	04/03/2018
Total Attachments: 7 source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page1.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page2.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page3.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page4.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page5.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page6.tif source=Synlogic - Mirna -- As-Filed Certificate of Merger & Cert of Good Standing#page7.tif	

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:

"MEERKAT MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SYNLOGIC, INC." UNDER THE NAME OF "SYNLOGIC OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2017, AT 8:22 O`CLOCK A.M.

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


Jeffrey W. Bullock, Secretary of State

5498597 8100M
SR# 20175904201

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

Authentication: 203127331
Date: 08-28-17

PATENT
REEL: 045425 FRAME: 0697

CERTIFICATE OF MERGER
OF
MEERKAT MERGER SUB, INC.

WITH AND INTO
SYNLOGIC, INC.

August 28, 2017

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Synlogic, Inc., a Delaware corporation ("Synlogic"), does hereby certify the following information in connection with the merger of Meerkat Merger Sub, Inc., a Delaware corporation ("Merger Sub"), with and into Synlogic, Inc. (the "Merger");

FIRST: The name and state of incorporation of each of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Synlogic, Inc.	Delaware
Meerkat Merger Sub, Inc.	Delaware

SECOND: The Agreement and Plan of Merger and Reorganization, dated as of May 15, 2017, by and among Mirna Therapeutics, Inc., a Delaware corporation ("Mirna"), and the Constituent Corporations (as amended, modified, and supplemented from time to time, the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations pursuant to and in accordance with the requirements of Sections 141, 211, 228 and 251 of the DGCL.

THIRD: Synlogic shall be the surviving corporation in the Merger (the "Surviving Corporation"), and the name of the Surviving Corporation upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware shall be "SYNLOGIC OPERATING COMPANY, INC.".

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated at the effective time of the Merger to read, in its entirety, as set forth in ANNEX A attached hereto, until thereafter amended as provided therein or by applicable law.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 200 Sidney Street, Suite 320, Cambridge, MA 02139.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on the date first written above.

SYNLOGIC, INC.

By: /s/ Jose-Carlos Gutierrez-Ramos
Name: Jose-Carlos Gutierrez-Ramos
Title: President and Chief Executive Officer

ANNEX A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SYNLOGIC OPERATING COMPANY, INC.

FIRST: The name of the corporation is Synlogic Operating Company, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended ("DGCL") or any successor statute.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000 shares, all of which are Common Stock, \$0.0001 par value per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the bylaws of the Corporation.

SIXTH: Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No

amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

SEVENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. Any repeal or modification of this provision shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

EIGHTH: Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, 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 this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this express reservation.

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SYNLOGIC, INC. ", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "SYNLOGIC OPERATING COMPANY, INC. " ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2017, AT 8:22 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



5498597 8320
SR# 20176614638

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203396424
Date: 10-13-17