

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6020957

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	03/16/2020	
CONVEYING PARTY DATA		
	Name	Execution Date
	PG PADRES, INC.	03/16/2020
RECEIVING PARTY DATA		
Name:	NARRATIVEDX, INC.	
Street Address:	1224 E. 12TH STREET	
City:	AUSTIN	
State/Country:	TEXAS	
Postal Code:	78702	
PROPERTY NUMBERS Total: 6		
Property Type	Number	
Patent Number:	10114814	
Patent Number:	10261992	
Application Number:	16170428	
Patent Number:	10331790	
Patent Number:	10528671	
Application Number:	16124829	
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:	ann.sachet@quarles.com, patents@quarles.com	
Correspondent Name:	QUARLES & BRADY LLP	
Address Line 1:	RENAISSANCE ONE	
Address Line 2:	TWO NORTH CENTRAL AVENUE	
Address Line 4:	PHOENIX, ARIZONA 85004	
ATTORNEY DOCKET NUMBER:	153586.00307	
NAME OF SUBMITTER:	ANN SACHET	
SIGNATURE:	/Ann Sachet/	
DATE SIGNED:	03/18/2020	

Total Attachments: 8

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page1.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page2.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page3.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page4.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page5.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page6.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page7.tif

source=Certificate of Merger and Amended and Restated Certificate of Incorporation FILED 3.16.2020#page8.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:

"PG PADRES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NARRATIVEDX, INC." UNDER THE NAME OF
"NARRATIVEDX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2020, AT 10:57
O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

5670694 8100M
SR# 20202153516

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

Authentication: 202591301
Date: 03-16-20

PATENT
REEL: 052157 FRAME: 0108

**CERTIFICATE OF MERGER
FOR THE MERGER OF
PG PADRES, INC.
WITH AND INTO
NARRATIVEDX, INC.**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the “**DGCL**”), NarrativeDx, Inc., a Delaware corporation (the “**Company**”), submits this Certificate of Merger and does hereby certify to the following facts relating to the merger of PG Padres, Inc., a Delaware corporation (“**Merger Sub**”), with and into the Company (the “**Merger**”), with the Company continuing as the surviving corporation of the Merger:

- FIRST:** The Company and Merger Sub are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND:** The Agreement and Plan of Merger dated as of March 16, 2020 (the “**Merger Agreement**”) has been approved, adopted, executed and acknowledged by each of the Company and Merger Sub in accordance with the provisions of Section 251(c) of the DGCL.
- THIRD:** The name of the surviving corporation of the Merger shall be NarrativeDx, Inc. (the “**Surviving Corporation**”).
- FOURTH:** The Certificate of Incorporation of the Company is hereby amended and restated in its entirety as set forth on **Exhibit A** attached hereto, and such Amended and Restated Certificate of Incorporation shall hereafter be the Certificate of Incorporation of the Surviving Corporation.
- FIFTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation located at 1224 E. 12th Street, Austin, Texas 78702.
- SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH:** The Merger shall be effective upon the filing of this Certificate of Merger.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of March 16, 2020.

NARRATEDX, INC.

By: /s/ Kyle Robertson

Name: Kyle Robertson

Title: Chief Executive Officer

[Signature Page – Certificate of Merger]

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

[See Attached]

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NARRATIVEDX, INC.**

ARTICLE I

Name.

The name of the corporation is NarrativeDx, Inc. (the "Corporation").

ARTICLE II

Registered Office and Registered Agent.

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

ARTICLE III

Corporate 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 "General Corporation Law").

ARTICLE IV

Capital Stock.

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$0.001 per share.

ARTICLE V

Directors.

(1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the bylaws of the Corporation.

(2) To the fullest extent permitted by the General Corporation Law of Delaware as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

Indemnification of Directors, Officers and Others.

(1) The Corporation shall indemnify any person 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 (other than an action by or in the right of the Corporation) by reason of the fact that the person 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person 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 against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set

forth in such Sections (1) and (2). Such determination shall be made, with respect to a person who is a director or officer of the Corporation at the time of such determination: (a) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum; or (b) by a committee of such directors designated by majority vote of such directors, even though less than a quorum; or (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion; or (d) by the stockholders of the Corporation.

(5) Expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents of the Corporation or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(7) The Corporation may purchase and maintain insurance on behalf of any person who 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 against any liability asserted against such person incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Section 145 of the General Corporation Law.

(8) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article VI with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation

which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VI.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

Bylaws.

The directors of the Corporation shall have the power to adopt, amend or repeal bylaws.

ARTICLE VIII

Reorganization.

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

Amendment.

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights conferred on stockholders, directors, officers and other persons in this Certificate of Incorporation are subject to this reserved power.