

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6306750

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
ORBIS BIOSCIENCES, INC.	05/14/2020
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	ADARE PHARMACEUTICALS USA, INC.
<b>Street Address:</b>	1200 LENOX DRIVE
<b>Internal Address:</b>	SUITE 100
<b>City:</b>	LAWRENCEVILLE
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	08648
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	16542986
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(202)842-7899
<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>	
<b>Phone:</b>	2028427800
<b>Email:</b>	zIPPatentDocketingMailboxUS@cooley.com
<b>Correspondent Name:</b>	COOLEY LLP / PATENT DEPARTMENT
<b>Address Line 1:</b>	1299 PENNSYLVANIA AVENUE, NW, SUITE 700
<b>Address Line 4:</b>	WASHINGTON, D.C. 20004
<b>ATTORNEY DOCKET NUMBER:</b>	ADAR-169/02US 325049-3316
<b>NAME OF SUBMITTER:</b>	JONATHAN M. COUSIN
<b>SIGNATURE:</b>	/Jonathan M. Cousin/
<b>DATE SIGNED:</b>	09/18/2020
<b>Total Attachments: 6</b>	
source=ADAR-169-02US_Restated_Certificate-Orbis_to_Adare_Pharmaceuticals_USA_Inc#page1.tif	
source=ADAR-169-02US_Restated_Certificate-Orbis_to_Adare_Pharmaceuticals_USA_Inc#page2.tif	
source=ADAR-169-02US_Restated_Certificate-Orbis_to_Adare_Pharmaceuticals_USA_Inc#page3.tif	
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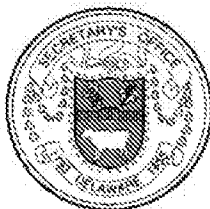


# Delaware

Page 1

The First State

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 RESTATED CERTIFICATE OF "ORBIS BIOSCIENCES, INC.", CHANGING ITS NAME FROM "ORBIS BIOSCIENCES, INC." TO "ADARE PHARMACEUTICALS USA, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MAY, A.D. 2020, AT 9:15 O'CLOCK A.M.



4466243 8100  
SR# 20203883016

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 202929648  
Date: 05-14-20

**PATENT**  
**REEL: 053819 FRAME: 0834**

**FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ORBIS BIOSCIENCES, INC.**

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

Orbis Biosciences, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the name of this corporation is Orbis Biosciences, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on December 3, 2007 under the name Orbis Biosciences, Inc.

**SECOND:** That the Board of Directors of this corporation (the "Board") duly adopted resolutions proposing to amend and restate the Third Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED,** that the Third Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

**ARTICLE I**

The name of this corporation is Adare Pharmaceuticals USA, Inc.

**ARTICLE II**

The address of the registered office of this corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**ARTICLE IV**

A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of

shares that this corporation is authorized to issue is Seventeen Million Seven Hundred Sixty Three Thousand Six Hundred Twelve (17,763,612). The total number of shares of common stock authorized to be issued is Thirteen Million Three Hundred Eighty-One Thousand Four Hundred Thirty Four (13,381,434), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Four Million Three Hundred Eighty Two Thousand One Hundred Seventy Eight (4,382,178), par value \$0.0001 per share (the "Preferred Stock").

B. Preferred Stock. The Board shall have the authority to the fullest extent permitted under the General Corporation Law to adopt by resolution from time to time one or more certificates of designation providing for the designation of one or more classes or series of the Preferred Stock and the voting powers, whether full or limited or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, and to fix or alter the number of shares comprising any such class or series, subject to any requirements of the General Corporation law and this Certificate of Incorporation, as amended from time to time. Subject to compliance with applicable protective voting rights that may be granted to the Preferred Stock or series thereof in certificates of designation or the Certificate of Incorporation, but notwithstanding any other rights of the Preferred Stock or of series thereof, the rights, preferences, privileges and restrictions of any such additional series or classes of the Preferred Stock may be subordinated to, pari passu with (including, without limitation, in provisions regarding dividend, liquidation and acquisition preferences and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of the Preferred Stock or the Common Stock.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board, out of any assets of this corporation legally available therefor, any dividends as may be declared from time to time by the Board.

2. Liquidation Rights. Subject to the rights of holders of all classes of stock at the time outstanding having rights that are prior to or pari passu with the holders of the Common Stock as to liquidation, upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed to the holders of Common Stock.

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. 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 this

corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

#### ARTICLE V

Except as otherwise provided in this Fourth Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

#### ARTICLE VI

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

#### ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

#### ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of this corporation may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) 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 of this corporation.

#### ARTICLE IX

A director of this corporation shall not be personally liable to this 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 this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation 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 occurring prior to, such repeal or modification.

## ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Fourth Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

## ARTICLE XI

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which General Corporation Law permits this 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 Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI 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 amendment, repeal or modification.

\* \* \*

**THIRD:** The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

**FOURTH:** That said Fourth Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Second Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Fourth Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 13th day of May, 2020.

By: \_\_\_\_\_  
John Fraher  
President

