

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6686196

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/22/2018
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
ARMO BIOSCIENCES, INC.	06/22/2018
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	ELI LILLY AND COMPANY
<b>Street Address:</b>	LILLY CORPORATE CENTER
<b>City:</b>	INDIANAPOLIS
<b>State/Country:</b>	INDIANA
<b>Postal Code:</b>	46285
<b>PROPERTY NUMBERS Total: 3</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	15031651
<b>Application Number:</b>	16061591
<b>Application Number:</b>	15733970
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	
<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>Email:</b>	anne.harvey@quarles.com
<b>Correspondent Name:</b>	QUARLES & BRADY LLP
<b>Address Line 1:</b>	135 N PENNSYLVANIA STREET
<b>Address Line 2:</b>	SUITE 2400
<b>Address Line 4:</b>	INDIANAPOLIS, INDIANA 46202
<b>ATTORNEY DOCKET NUMBER:</b>	083389.00005
<b>NAME OF SUBMITTER:</b>	ANNE HARVEY
<b>SIGNATURE:</b>	/Anne Harvey/
<b>DATE SIGNED:</b>	04/30/2021
<b>Total Attachments: 7</b>	
source=Certificate of Merger as certified by the Secretary of State of Delaware on June 22 2018#page1.tif	
source=Certificate of Merger as certified by the Secretary of State of Delaware on June 22 2018#page2.tif	
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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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLUEGILL ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ARMO BIOSCIENCES, INC." UNDER THE NAME OF "ARMO BIOSCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2018, AT 8:07 O`CLOCK A.M.

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

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



4836768 8100M  
SR# 20185303546

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: 202937152  
Date: 06-22-18

**PATENT**  
**REEL: 056097 FRAME: 0635**

**CERTIFICATE OF MERGER**  
**OF**  
**BLUEGILL ACQUISITION CORPORATION**  
**(a Delaware corporation)**

**WITH AND INTO**

**ARMO BIOSCIENCES, INC.**  
**(a Delaware corporation)**

Pursuant to Section 251(h) of the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL"), the undersigned corporation formed and existing under the laws of the State of Delaware, does hereby certify:

**FIRST:** The name, state of incorporation and type of entity of each of the constituent entities that is to merge are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Type of Entity</u>
Bluegill Acquisition Corporation	Delaware	Corporation
ARMO BioSciences, Inc.	Delaware	Corporation

**SECOND:** An Agreement and Plan of Merger (the "Merger Agreement"), dated May 9, 2018, by and among Eli Lilly and Company, an Indiana corporation ("Lilly"), Bluegill Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Lilly, and ARMO BioSciences, Inc., a Delaware corporation (the "Corporation") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Sections 103 and 251 of the DGCL.

**THIRD:** The Merger Agreement was adopted pursuant to Section 251(h) of the DGCL and the applicable conditions specified in such subsection have been satisfied.

**FOURTH:** The name of the domestic corporation surviving the Merger (the "Surviving Corporation") is ARMO BioSciences, Inc.

**FIFTH:** At the effective time of the Merger, the Amended and Restated Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be amended and restated so as to read in its entirety as set forth in Exhibit A hereto and, as so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

**SIXTH:** The Merger shall be effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

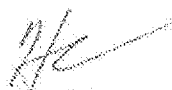
**SEVENTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at c/o Eli Lilly and Company, Lilly Corporate Center, Indianapolis, Indiana 46285.

**EIGHTH:** 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.

*[signature page follows]*

IN WITNESS WHEREOF, ARMO BioSciences, Inc. has caused this Certificate of Merger to be duly executed as of the 22nd day of June, 2018.

ARMO BIOSCIENCES, INC.

By:   
Name: Herb Cross  
Title: Chief Financial Officer

*[Signature Page to Certificate of Merger]*

**EXHIBIT A**

**AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION OF  
ARMO BIOSCIENCES, INC.**

1. The name of the Corporation is: Armo Biosciences, Inc.
2. The address of the Corporation's registered office in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware, 19904. The name of its registered agent at such address is: National Registered Agents, Inc.
3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the DGCL.
4. The total number of shares of stock which the Corporation shall have authority to issue is one-hundred (100) shares of common stock, \$0.01 par value per share (the "Common Stock"). Shares of the Common Stock may be issued from time to time as the Board of Directors of the Corporation (the "Board") shall determine and on such terms and for such consideration as shall be fixed by the Board. The amount of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote.
5. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.
6. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority

of the outstanding Common Stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given in accordance with DGCL Section 228.

7. In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation by a majority vote at any regular or special meeting or by written consent, subject to the power of the stockholders to alter, amend and repeal Bylaws made by the Board.

8. The Corporation reserves the right at any time, from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this section.

9. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that nothing contained in this Section 9 shall eliminate or limit the liability of a director (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) pursuant to the provisions of Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this Section 9 shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.



10. The Corporation may indemnify, and advance expenses to, to the fullest extent permitted by law, any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative 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.