

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT6700167

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/31/2019

**CONVEYING PARTY DATA**

Name	Execution Date
AGONEX BIOPHARMACEUTICALS, INC. (CA)	10/31/2019

**RECEIVING PARTY DATA**

<b>Name:</b>	AGONEX BIOPHARMACEUTICALS, INC. (DE)
<b>Street Address:</b>	810 CALIFORNIA AVE STE 100
<b>City:</b>	SANTA MONICA
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90403

**PROPERTY NUMBERS Total: 3**

Property Type	Number
Patent Number:	9511054
Patent Number:	9023881
Patent Number:	9808444

**CORRESPONDENCE DATA****Fax Number:**

*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:** 9196241414  
**Email:** rjones@agonexbio.com  
**Correspondent Name:** RANDALL JONES  
**Address Line 1:** 3701 OLD LASSITER MILL ROAD  
**Address Line 4:** RALEIGH, NORTH CAROLINA 27609

<b>NAME OF SUBMITTER:</b>	RANDALL JONES
<b>SIGNATURE:</b>	/Randall Jones/
<b>DATE SIGNED:</b>	05/10/2021

**Total Attachments: 12**

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## AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made this 31<sup>st</sup> day of October, 2019, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 1100 of the California General Corporation Law of Title 1 of the California Corporations Code, between AgoneX Biopharmaceuticals, Inc., a California corporation (the "Merged Corporation"), and AgoneX Biopharmaceuticals, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, which shall be the Surviving Corporation (the "Merger").
2. The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.
3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of the Surviving Corporation pursuant to the merger shall be as follows:
  - (a) Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
  - (b) Each share of common stock of the Merged Corporation, which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of the Surviving Corporation.
  - (c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the Merged Corporation to be converted into the stock of the Surviving Corporation as provided herein, may

be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the Merged Corporation shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the Surviving Corporation on the basis provided herein.

4. The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) The merger shall become effective upon filing the necessary documents with the Secretary of State of Delaware. The Parties agree to make any necessary filings with the Secretary of State of the State of California in order to effectuate the merger and qualify the Surviving Corporation to conduct business within the State of California.


(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively; thereafter, the Surviving Corporation shall be liable for all of the liabilities and obligations of the Merged Corporation, and any claim or judgment against the Merged Corporation may be enforced against the Surviving Corporation. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

5. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing this Agreement (or a certificate of merger in lieu thereof) with the Secretary of State of Delaware. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the date of filing this Agreement (or a certificate of merger in lieu thereof) with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

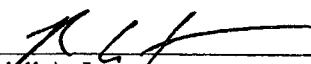
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Chief Executive Officer and attested by the Secretary of each party hereto as the respective act, deed and agreement of said corporations as of the date first above written.

MERGED CORPORATION:

AgoneX Biopharmaceuticals, Inc.


By:   
Cristian Arnou,  
Chief Executive Officer

[Corporate Seal]


Attest:   
Randall A. Jones,  
Secretary

SURVIVING CORPORATION:

AgoneX Biopharmaceuticals, Inc.

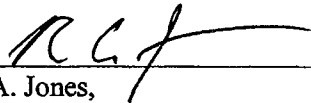
By:   
Cristian Arnou,  
Chief Executive Officer

[Corporate Seal]

Attest:   
Randall A. Jones,  
Secretary


I, Randall A. Jones, Secretary of AgoneX Biopharmaceuticals, Inc., a corporation organized and existing under the laws of the State of California, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of AgoneX Biopharmaceuticals, Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 1103 of the California General Corporation Law of Title 1 of the California Corporations Code, which Agreement of Merger was thereby adopted as the act of the stockholders of said AgoneX Biopharmaceuticals, Inc., a California corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 31st day of October, 2019.

  
\_\_\_\_\_  
Randall A. Jones,  
Secretary

I, Randall A. Jones, Secretary of AgoneX Biopharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of AgoneX Biopharmaceuticals, Inc., a corporation of the State of California, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders, which Agreement of Merger was thereby adopted as the act of the stockholders of said AgoneX Biopharmaceuticals, Inc., a Delaware corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 31st day of October, 2019.

  
\_\_\_\_\_  
Randall A. Jones,  
Secretary

**ACTION OF THE DIRECTORS AND MAJORITY STOCKHOLDER  
OF  
AGONEX BIOPHARMACEUTICALS, INC.**

The undersigned, being the Directors and majority Stockholder of AgoneX Biopharmaceuticals, Inc., a California corporation (the "Corporation") consent to the following resolutions of the majority Stockholder and the Board of Directors of the Corporation:

WHEREAS, the Directors of the Corporation declare it advisable to merge the Corporation with and into AgoneX Biopharmaceuticals, Inc., a Delaware corporation (the "Merger");

WHEREAS, it is deemed in the best interests of the Corporation that the undersigned ratify, confirm and approve the Merger on behalf of the Corporation;

WHEREAS, the undersigned has reviewed a copy of a proposed Agreement of Merger between the Corporation and AgoneX Biopharmaceuticals, Inc., a Delaware corporation (the "Agreement");

WHEREAS, the directors of the Corporation declare it advisable to enter into the Agreement;

WHEREAS, it is deemed in the best interests of the Corporation that the undersigned ratify, confirm and approve the execution and delivery of the Agreement on behalf of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Agreement be, and hereby are, in all respects approved;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized by and on behalf of the Corporation, to make, execute and deliver such other related agreements, certificates, instruments or documents as such officer or officers acting on behalf of the Corporation may approve, the execution of any such further amendments, agreements, certificates, instruments or documents by such officer or officers to be conclusive evidence of such approval; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take such actions and to do all things which said officer or officers may deem necessary or appropriate to accomplish the Merger.

  
\_\_\_\_\_  
Neil Flanzraich, Director

\_\_\_\_\_  
Wayne Yetter, Director

\_\_\_\_\_  
Cristian Arnou, Director and Majority Stockholder

\_\_\_\_\_  
Randall A. Jones, Director

Date: \_\_\_\_\_, 2019



Neil Flanzraich, Director



Wayne Yester, Director

Cristian Arnou, Director and Majority Stockholder

Randall A. Jones, Director

Date: \_\_\_\_\_, 2019

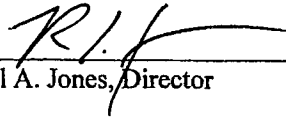
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\_\_\_\_\_  
Neil Flanzraich, Director

\_\_\_\_\_  
Wayne Yetter, Director



\_\_\_\_\_  
Cristian Arnou, Director and Majority Stockholder



\_\_\_\_\_  
Randall A. Jones, Director

Date: October 31, 2019

**ACTION OF THE DIRECTORS AND MAJORITY STOCKHOLDER  
OF  
AGONEX BIOPHARMACEUTICALS, INC.**

The undersigned, being the Directors and majority Stockholder of AgoneX Biopharmaceuticals, Inc., a Delaware corporation (the "Corporation") consent to the following resolutions of the majority Stockholder and the Board of Directors of the Corporation:

WHEREAS, the Directors of the Corporation declare it advisable to merge AgoneX Biopharmaceuticals, Inc, a California corporation, with and into the Corporation (the "Merger");

WHEREAS, it is deemed in the best interests of the Corporation that the undersigned ratify, confirm and approve the Merger on behalf of the Corporation;

WHEREAS, the undersigned has reviewed a copy of a proposed Agreement of Merger between the Corporation and AgoneX Biopharmaceuticals, Inc., a California corporation (the "Agreement");

WHEREAS, the directors of the Corporation declare it advisable to enter into the Agreement;

WHEREAS, it is deemed in the best interests of the Corporation that the undersigned ratify, confirm and approve the execution and delivery of the Agreement on behalf of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Agreement be, and hereby are, in all respects approved;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized by and on behalf of the Corporation, to make, execute and deliver such other related agreements, certificates, instruments or documents as such officer or officers acting on behalf of the Corporation may approve, the execution of any such further amendments, agreements, certificates, instruments or documents by such officer or officers to be conclusive evidence of such approval; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take such actions and to do all things which said officer or officers may deem necessary or appropriate to accomplish the Merger.

  
Neil Flanzraich, Director

\_\_\_\_\_  
Wayne Yetter, Director

\_\_\_\_\_  
Cristian Arnou, Director and Majority Stockholder

\_\_\_\_\_  
Randall A. Jones, Director

Date: \_\_\_\_\_, 2019

Neil Flanzraich, Director

  
Wayne Yetter, Director

Cristian Arnou, Director and Majority Stockholder

Randall A. Jones, Director

Date: \_\_\_\_\_, 2019

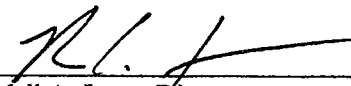
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\_\_\_\_\_  
Neil Flanzraich, Director

\_\_\_\_\_  
Wayne Yetter, Director



\_\_\_\_\_  
Cristian Arnou, Director and Majority Stockholder



\_\_\_\_\_  
Randall A. Jones, Director

Date: October 31, 2019

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