

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7905322

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
BIOMEA FUSION, LLC	12/18/2020
RECEIVING PARTY DATA	
Name:	BIOMEA FUSION, INC.
Street Address:	726 MAIN STREET
City:	REDWOOD CITY
State/Country:	CALIFORNIA
Postal Code:	94063
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	18094929
CORRESPONDENCE DATA	
Fax Number:	(415)393-9887
<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>	
Phone:	4159540200
Email:	tomika.thomas@squirepb.com
Correspondent Name:	SQUIRE PATTON BOGGS (US) LLP
Address Line 1:	475 SANSOME STREET
Address Line 2:	16TH FLOOR
Address Line 4:	SAN FRANCISCO, CALIFORNIA 94111-3356
ATTORNEY DOCKET NUMBER:	122787.00201
NAME OF SUBMITTER:	MICHAEL J. ADAMS, REG. #80,740
SIGNATURE:	/Michael J. Adams/
DATE SIGNED:	04/17/2023
Total Attachments: 5	
source=122787.00201 Assignment Biomea Fusion LLC to INC#page1.tif	
source=122787.00201 Assignment Biomea Fusion LLC to INC#page2.tif	
source=122787.00201 Assignment Biomea Fusion LLC to INC#page3.tif	
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**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A CORPORATION
PURSUANT TO SECTION 265 OF DELAWARE GENERAL CORPORATION LAW**

BIOMEA FUSION, LLC

1. The jurisdiction in which Biomea Fusion, LLC (the "Company") was first formed is Delaware.
2. The jurisdiction of organization of the Company immediately prior to filing this Certificate of Conversion from a Limited Liability Company to a Corporation (this "Certificate") is Delaware.
3. The Company filed its original certificate of formation with the Secretary of State of the State of Delaware and was first formed on August 9, 2017, in the State of Delaware, under the name Biomea Fusion, LLC.
4. The name of the Company immediately prior to filing this Certificate is Biomea Fusion, LLC.
5. The name of the corporation into which Biomea Fusion, LLC shall be converted as set forth in the Certificate of Incorporation shall be Biomea Fusion, Inc.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion from a Limited Liability Company to a Corporation dated as of December 17, 2020.

/s/ Thomas Butler

Name: Thomas Butler

Title: Chief Executive Officer

**CERTIFICATE OF INCORPORATION
OF
BIOMEA FUSION, INC.**

FIRST: The name of the corporation is: Biomea Fusion, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust 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 1,926,556 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: The name and mailing address of the sole incorporator is as follows:

NAME	MAILING ADDRESS
Patricia Bresnan	Latham & Watkins LLP 140 Scott Drive Menlo Park, CA 94025

SIXTH: 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.

SEVENTH: 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.

EIGHTH: 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.

NINTH: 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.

TENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the DGCL or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Tenth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Tenth (including, without limitation, each portion of any sentence of this Article Tenth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ELEVENTH: Unless the Corporation consents in writing to the selection of an alternate forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to this Article Eleventh.

EXECUTED on December 18, 2020.

/s/ Patricia Bresnan

Patricia Bresnan, Incorporator