

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT8362153

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2019
CONVEYING PARTY DATA	
Name	Execution Date
ALBERT EINSTEIN COLLEGE OF MEDICINE, INC.	01/01/2019
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ALBERT EINSTEIN COLLEGE OF MEDICINE	01/01/2019
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ALBERT EINSTEIN COLLEGE OF MEDICINE
Street Address:	1300 MORRIS PARK AVENUE
City:	BRONX
State/Country:	NEW YORK
Postal Code:	10461
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	17306435
CORRESPONDENCE DATA	
Fax Number:	(212)812-0399
<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:	(212) 812-0325
Email:	patentdocketing@foleyhoag.com, tobrien@foleyhoag.com
Correspondent Name:	FOLEY HOAG LLP
Address Line 1:	155 SEAPORT BOULEVARD
Address Line 4:	BOSTON, MASSACHUSETTS 02210-2600
ATTORNEY DOCKET NUMBER:	AET-00602
NAME OF SUBMITTER:	THOMAS G. O'BRIEN
SIGNATURE:	/Thomas G. O'Brien/
DATE SIGNED:	01/04/2024
Total Attachments: 4	

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ALBERT EINSTEIN COLLEGE OF MEDICINE
and
ALBERT EINSTEIN COLLEGE OF MEDICINE, INC.

ORDER OF MERGER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of June 12, 2018.

Albert Einstein College of Medicine, located in the city and county of Bronx, state of New York, was incorporated by the Board of Regents under provisional charter issued on May 8, 2018.

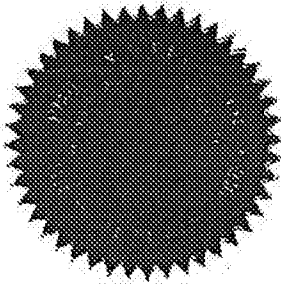
Albert Einstein College of Medicine, Inc. located in the city and county of Bronx, state of New York, was incorporated pursuant to Not-For-Profit Corporation Law (NPCL) on October 29, 2014.

The boards of trustees of Albert Einstein College of Medicine and Albert Einstein College of Medicine, Inc. have petitioned the Board of Regents, pursuant to Education Law §223, for an order to merge the said corporations under one name, to wit, Albert Einstein College of Medicine, in accordance with an agreement of merger annexed to the petition, with power to carry on and conduct the educational activities heretofore carried on and conducted by said petitioners, and it was

Voted, that

1. Pursuant to the authority contained in Education Law §223, Albert Einstein College of Medicine and Albert Einstein College of Medicine, Inc. be, and hereby are, merged under the name Albert Einstein College of Medicine.
2. The principal office of the merged corporation shall be located at 1300 Morris Park Avenue, Bronx, New York 10461.
3. Albert Einstein College of Medicine, the surviving corporation, will continue to administer the educational operations and purposes of the constituent corporations in the same manner as they presently exist.
4. The board of the surviving corporation shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than fifty nor less than five.
5. The separate existence of the constituent corporation, Albert Einstein College of Medicine, Inc., hereby ceases, and the surviving corporation is hereby vested with all the rights, privileges, immunities, powers and authority possessed by or granted by law to each of the constituent corporations. All assets and liabilities of the respective constituent corporations are hereby assets and liabilities of the surviving corporation. All property, real, personal and mixed and all debts to each of the constituent corporations on whatever account are hereby attached to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.
6. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

7. The merger herein shall take effect January 1, 2019.
8. The merged corporation will operate under the provisional charter granted to Albert Einstein College of Medicine, the surviving corporation.



[Signature]

Chancellor

Granted, June 12, 2018 by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 26,836.

[Signature]

President of the University and
Commissioner of Education

The University of the State of New York
Education Department

ALBERT EINSTEIN COLLEGE OF MEDICINE

PROVISIONAL CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of May 8, 2018,

Voted, that

1. A provisional charter valid for a term of five years is granted Steven M. Safyer, M.D., Allen M. Spiegel, M.D., Lynn Richmond, Edward R. Burns, M.D., Christopher S. Panczner and their associates and successors as an education corporation under the corporate name of Albert Einstein College of Medicine located in city and county of Bronx and state of New York.
2. The purposes for which such corporation is formed are:
To offer the following programs: M.D. in Medicine; Ph.D. in Biomedical Sciences; M.S. in Clinical Research Methods; M.S. in Bioethics; and to conduct biomedical research.
3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than twenty-five nor less than five.
4. The names and post office addresses of the first trustees are as follows:

Steven M. Safyer, M.D.
111 East 210th Street
Bronx, NY 10467

Allen M. Spiegel, M.D.
1300 Morris Park Avenue
Bronx, NY 10461

Lynn Richmond
111 East 210th Street
Bronx, NY 10467

Edward R. Burns, M.D.
1300 Morris Park Avenue
Bronx, NY 10461

Christopher S. Panczner
111 East 210th Street
Bronx, NY 10467

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member,

trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

6. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

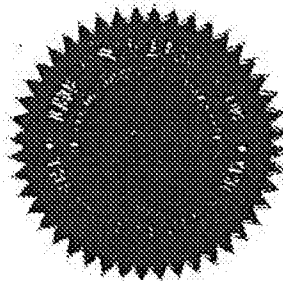
7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

9. The principal office of the corporation shall be located at 1300 Morris Park Avenue, Bronx, New York 10461.

10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

11. Such provisional charter will be made absolute if, within five years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said five-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of five years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.



Chancellor

Granted, May 8, 2018 by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 26,814.

Margaret Elin

President of the University and
Commissioner of Education