

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: PATI154056

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Serina Therapeutics, Inc.	03/26/2024
RECEIVING PARTY DATA	
Company Name:	Serina Therapeutics (AL), Inc.
Street Address:	601 Genome Way, Suite 2001
City:	Huntsville
State/Country:	ALABAMA
Postal Code:	35806
PROPERTY NUMBERS Total: 8	
Property Type	Number
Patent Number:	8088884
Patent Number:	8110651
Patent Number:	8101706
Patent Number:	8501899
Patent Number:	9169354
Patent Number:	10166294
Patent Number:	11213588
Patent Number:	11925689
CORRESPONDENCE DATA	
Fax Number:	2023471684
<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:	(202)393-7150
Email:	dcipdocketing@bradley.com
Correspondent Name:	Stephanie D. Scruggs
Address Line 1:	1615 L Street, N.W., Suite 1350
Address Line 4:	Washington, D.C., DISTRICT OF COLUMBIA 20036
ATTORNEY DOCKET NUMBER:	224049-301001
NAME OF SUBMITTER:	Deborah Gonzalez
SIGNATURE:	Deborah Gonzalez

DATE SIGNED:	04/09/2024
Total Attachments: 5 source=Serina-Name Change Doc.#page1.tif source=Serina-Name Change Doc.#page2.tif source=Serina-Name Change Doc.#page3.tif source=Serina-Name Change Doc.#page4.tif source=Serina-Name Change Doc.#page5.tif	

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SERINA THERAPEUTICS, INC.**

Alabama					
Sec. Of State					
Merger	0003-910				
Date	3/26/2024				
Time	13:47				
	240326				
File					
County					
Total					
03/033					

Pursuant to the Alabama Business Corporation Law, as amended, the undersigned corporation, Serina Therapeutics (AL), Inc., an Alabama corporation (the "Corporation"), hereby adopts the following Second Amended and Restated Certificate of Incorporation of the Corporation (the "Second Amended and Restated Certificate of Incorporation");

FIRST: The name of the Corporation was "Serina Therapeutics, Inc." and will be changed to "Serina Therapeutics (AL), Inc."

SECOND: The certificate of incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the corporation is Serina Therapeutics (AL), Inc. (the "Corporation").

2. Registered Office and Agent. The registered office of the Corporation in the State of Alabama is 2 North Jackson St., Suite 605, Montgomery, Alabama 36104, and the name of the registered agent of the Corporation at that office is Capitol Corporate Services, Inc.

3. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Alabama Business Corporation Law, as amended, restated, recodified, or replaced.

4. Capital Stock. The Corporation is authorized to issue one class of capital stock to be designated as "Common Stock." The total number of shares of Common Stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of Common Stock, with the par value \$ 0.001 per share. The holders of the Common Stock of the Corporation are entitled to one vote for each share of Common Stock on all matters that may be submitted to the holders of the Common Stock of the Corporation. Dividends and distributions on the stock of the Corporation shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and distributions and only as and when declared by the board of directors.

5. Denial of Preemptive Rights. No holder of any share or shares of any class of stock of the Corporation shall have any preemptive rights in, or preemptive rights to purchase or subscribe to, any share of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the board of directors or stockholders at such prices and upon such other terms and conditions as the board of directors, in its discretion, or the stockholders may fix or designate.

SECRETARY OF STATE
OF ALABAMA

MAR 26 2024

4856-0920-5361.6

RECEIVED DATE

PATENT

REEL: 067050 FRAME: 0624

6. Board of Directors. The number of directors of the Corporation shall be one or more, as specified in the bylaws of the Corporation.

7. Bylaws. Except as provided in the Alabama Business Corporation Law, the board of directors is empowered to adopt, amend, restate, alter, repeal, or otherwise modify the bylaws of the Corporation.

8. Written Ballot Not Required. The election of directors need not be conducted by written ballot except as and to the extent provided in the bylaws of the Corporation.

9. No Cumulative Voting. The stockholders of the Corporation shall not be entitled to cumulative voting in the election of directors.

10. Limitation of Liability. A member of the board of directors of the Corporation (a "Director") shall not be liable to the Corporation or its stockholders for money damages for any action taken, or any failure to take action, as a director, except for: (i) the amount of financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its stockholders; (iii) a violation of Section 10A-2A-8.32 of the Alabama Business Corporation Law, or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its stockholders. If the Alabama Business Corporation Law, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Law, as amended, or any successor statute thereto. The limitation on the liability of Directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Section 10. Any repeal or modification of this Section 10 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or modification.

11. Indemnification. The Corporation may indemnify and, in connection with such indemnification, may (subject to any conditions set forth in the Corporation's bylaws) advance expenses to, any person who is or was a director, officer, employee, or agent of the Corporation, and any person who is or was serving at the request of the Corporation as a director, officer, employee, manager, trustee, or agent of another corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise, to the fullest extent permitted by law, including, without limitation, the Alabama Business Corporation Law. If the amount, extent, or quality of indemnification permitted by law should be in any way restricted after the adoption of this Section of the Certificate of Incorporation, then the Corporation may indemnify such persons to the fullest extent permitted by law as or in effect at the time of the occurrence of the omission or the act giving rise to the claimed liability with respect to which indemnification is sought. The indemnification and advancement of expenses pursuant to this section of the Certificate of Incorporation shall be in addition to, and not exclusive of, any other right that the person seeking indemnification may have under this Certificate of Incorporation, the bylaws, any separate contract or agreement or applicable law.

12. Changes to Certificate of Incorporation. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the 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.

13. Notices. Notices to directors of the Corporation may be delivered by electronic transmission. Notices to stockholders may be delivered by electronic transmission.

14. Forum Selection.

(a) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for any "internal corporate claim" (as defined in Section 14(b)), shall be the Circuit Court of Madison County, Alabama, or, if the Circuit Court of Madison County does not have jurisdiction, the federal district court for the Northern District of Alabama sitting in Madison County, Alabama.

(b) "Internal corporate claim" means, for the purposes of this Section 14, (i) any claim that is based upon a violation of a duty under the laws of this state by a current or former director, officer, or stockholder in their capacities as such; (ii) any derivative action or proceeding brought on behalf of the Corporation; (iii) any action asserting a claim arising pursuant to any provision of the Alabama Business Corporation Law or the certificate of incorporation or bylaws; or (iv) any action asserting a claim governed by the internal affairs doctrine that is not included in (i) through (iii) above.

(c) Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to (i) the provisions of this Section 14 and (ii) the exercise of personal jurisdiction over such person by the Circuit Court of Madison County, Alabama, or, if the Circuit Court of Madison County does not have subject matter jurisdiction, the federal district court for the Northern District of Alabama sitting in Madison County, Alabama, in any proceeding related to any internal corporate claim.

15. Special Meetings of the Stockholders. Subject to the rights specifically granted in writing to the holders of any class or series of share in this certificate of incorporation, a certificate of designation, or in a separate agreement with those holders of that class or series of shares, or as required by nonwaivable provisions of the Alabama Business Corporation Law, special meetings of the stockholders may be called only by the board of directors."

THIRD: This Second Amended and Restated Certificate of Incorporation consolidates all amendments into a single document.

FOURTH: This Second Amended and Restated Certificate of Incorporation was duly approved by the Stockholders of the Corporation in the manner required by the Alabama Business Corporation Law and by the certificate of incorporation as it existed prior to its amendment and restatement. This Second Amended and Restated Certificate of Incorporation amends and restates the certificate of incorporation of the Corporation in its entirety and correctly sets forth the

provisions of the certificate of incorporation of the Corporation, as amended and restated hereby, which have been duly adopted as required by the Alabama Business Corporation Law and the governing documents of the Corporation and supersedes the original Certificate of Incorporation and any and all previous amendments thereto.

FIFTH: The unique entity identifying number assigned by the Secretary of State to the Corporation is 000-249-619.

The undersigned duly authorized representative of the Corporation has executed the foregoing Second Amended and Restated Certificate of Incorporation on the 26th day of March, 2024.

SERINA THERAPEUTICS (AL), INC.
an Alabama corporation

Steve Ledger

By: Steve Ledger
Title: Interim Chief Executive Officer

This instrument prepared by:
Beryl Newchurch Billings, Esq.
Bradley Arant Boult Cummings LLP
200 Clinton Avenue West, Suite 900
Huntsville, Alabama 35801

Wes Allen
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Serina Therapeutics (AL), Inc.

This name reservation is for the exclusive use of Bradley Arant Boult Cummings
LLP, 200 Clinton Ave W Suite 900, Huntsville, AL 35801 for a period of one year
beginning February 28, 2024 and expiring February 28, 2025



RES142462

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

February 28, 2024

Date

A handwritten signature of Wes Allen in black ink.

Wes Allen

Secretary of State