

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: PATI420513

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	08/18/2023
CONVEYING PARTY DATA	
Name	Execution Date
AQUILA MERGER SUB, INC.	08/18/2023
NEWLY MERGED ENTITY DATA	
Name	Execution Date
BIRD ROCK BIO, INC.	08/18/2023
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Company Name:	BIRD ROCK BIO SUB, INC.
Street Address:	11250 El Camino Real
Internal Address:	Suite 100
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92130
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	16257511
CORRESPONDENCE DATA	
Fax Number:	3129130002
<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:	3129130001
Email:	docketing@mbhb.com,alvarez@mbhb.com
Correspondent Name:	Jill Alvarez
Address Line 1:	McDonnell Boehnen Hulbert & Berghoff LLP
Address Line 2:	300 S. Wacker
Address Line 4:	Chicago, ILLINOIS 60606
ATTORNEY DOCKET NUMBER:	15-343-WO3-US-DIV
NAME OF SUBMITTER:	Jill Alvarez
SIGNATURE:	Jill Alvarez
DATE SIGNED:	08/12/2024

Total Attachments: 7

source=072 Aquila - Certificate of Merger#page1.tiff

source=072 Aquila - Certificate of Merger#page2.tiff

source=072 Aquila - Certificate of Merger#page3.tiff

source=072 Aquila - Certificate of Merger#page4.tiff

source=072 Aquila - Certificate of Merger#page5.tiff

source=072 Aquila - Certificate of Merger#page6.tiff

source=072 Aquila - Certificate of Merger#page7.tiff

Delaware

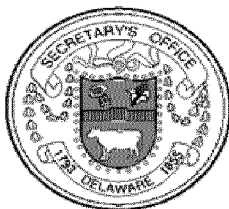
The First State

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:

"AQUILA MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BIRD ROCK BIO, INC." UNDER THE NAME OF "BIRD ROCK BIO SUB, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2023, AT 7:50 O`CLOCK P.M.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

4252947 8100M
SR# 20233292916

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204003384
Date: 08-21-23

PATENT
REEL: 068250 FRAME: 0294

CERTIFICATE OF MERGER

OF

AQUILA MERGER SUB. INC.

(a Delaware corporation)

WITH AND INTO

BIRD ROCK BIO. INC.

(a Delaware corporation)

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Bird Rock Bio, Inc., a Delaware corporation (the "Company"), in connection with the merger of Aquila Merger Sub, Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"), hereby certifies as follows:

FIRST: The constituent corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:

<u>Name</u>	<u>State of Incorporation</u>
Bird Rock Bio, Inc.	Delaware
Aquila Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger and Reorganization, dated as of August 15, 2023 (the "Merger Agreement"), among Skye Bioscience, Inc., a Nevada corporation, Merger Sub and the Company, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The Company shall be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be "Bird Rock Bio Sub, Inc."

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth on Exhibit A hereto, and, as so amended and restated, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

11250 El Camino Real
Suite 100, San Diego, CA 92130

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving

Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Merger shall become effective at such time as this Certificate of Merger is duly filed and accepted by the Secretary of State of the State of Delaware.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be duly executed by its authorized officer as of this 18th day of August, 2023.

BIRD ROCK BIO, INC.

By: Paul Grayson
Name: Paul Grayson
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

PATENT
REEL: 068250 FRAME: 0297

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF THE
SURVIVING CORPORATION**

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BIRD ROCK BIO SUB, INC.**

ARTICLE I.

The name of the corporation is Bird Rock Bio Sub, Inc. (the “**Company**”).

ARTICLE II.

The address of the Company’s registered office in the State of Delaware is 850 New Burton Rd, Ste. 201, Dover, DE 19904, County of Kent. The name of its registered agent at such address is COGENCY GLOBAL INC.

ARTICLE III.

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the “**DGCL**”), as the same exists or may be amended or interpreted from time to time.

ARTICLE IV.

The Company is authorized to issue one class of shares to be designated Common Stock (“**Common Stock**”). The total number of shares of Common Stock that the Company is authorized to issue is 1,000 shares of Common Stock with a par value of \$0.001 per share.

ARTICLE V.

The Board of Directors is expressly authorized to make, alter, or repeal the bylaws of the Company (the “**Bylaws**”).

ARTICLE VI.

Elections of directors need not be by written ballot unless the Bylaws so provide.

ARTICLE VII.

Except as provided in Article VIII and Article IX below, the Company 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 all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VIII.

To the fullest extent permitted by law, no director or officer of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article VIII by the stockholders of the Company shall not adversely affect any right or protection of a director or officer of the Company existing at the time of, or increase the liability of any director or officer of the Company with respect to any acts or omissions of such director or officer occurring prior to, such repeal or modification. Solely for purposes of this Article VIII, "officer" shall have the meaning provided in Section 102(b)(7) of the DGCL as amended from time to time.

ARTICLE IX.

To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which the DGCL permits the Company to provide indemnification) through the Bylaws, 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 Section 145 of the DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not (a) adversely affect any right or protection of any director, officer or other agent of the Company existing at the time of such amendment, repeal or modification or (b) increase the liability of any director, officer or agent of the Company with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

* * *