



*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "SANGSTAT MEDICAL CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "SANGSTAT DELAWARE, INC." UNDER THE NAME OF "SANGSTAT MEDICAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF AUGUST, A.D. 1995, AT 9 O'CLOCK A.M.



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A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0742346

DATE: 10-18-00

TRADEMARK  
REEL: 002189 FRAME: 0791

**AGREEMENT AND PLAN OF MERGER  
OF SANGSTAT DELAWARE, INC.  
A DELAWARE CORPORATION  
AND  
SANGSTAT MEDICAL CORPORATION  
A CALIFORNIA CORPORATION  
(Pursuant to Section 252)**

**THIS AGREEMENT AND PLAN OF MERGER dated as of July 24, 1995 (the "Agreement") is between SangStat Delaware, Inc., a Delaware corporation ("SangStat Delaware") and SangStat Medical Corporation, a California corporation ("SangStat California"). SangStat Delaware and SangStat California are sometimes referred to herein as the "Constituent Corporations."**

**RECITALS**

**A. SangStat Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 30,000,000 shares, 25,000,000 of which are designated "Common Stock", \$0.001 par value, and 5,000,000 of which are designated "Preferred Stock", \$0.001 par value. As of July 21, 1995, 1,000 shares of Common Stock were issued and outstanding, all of which were held by SangStat California. No shares of Preferred Stock were outstanding.**

**B. SangStat California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 30,000,000 shares, 25,000,000 of which are designated "Common Stock", no par value, and 5,000,000 of which are designated "Preferred Stock", no par value. As of July 21, 1995, 9,488,621 shares of Common Stock and no shares of Preferred stock were outstanding.**

**C. The Board of Directors of SangStat California has determined that, for the purpose of effecting the reincorporation of SangStat California in the State of Delaware, it is advisable and in the best interests of SangStat California that SangStat California merge with and into SangStat Delaware upon the terms and conditions herein provided.**

**D. The respective Boards of Directors of SangStat Delaware and SangStat California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.**

**NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, SangStat Delaware and SangStat California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:**

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, SangStat Delaware and SangStat California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, SangStat California shall be merged with and into SangStat Delaware (the "Merger"), the separate existence of SangStat California shall cease and SangStat Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be SangStat Medical Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of the State of California.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of SangStat California shall cease and SangStat Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger (ii) shall be subject to all actions previously taken by its and SangStat California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of SangStat California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its

debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of SangStat California in the same manner as if SangStat Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of SangStat Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of SangStat Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of SangStat California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## III. MANNER OF CONVERSION OF STOCK

3.1 SangStat California Common Shares. Upon the Effective Date of the Merger, each share of SangStat California Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation.

3.2 SangStat California Options, Stock Purchase Rights and Convertible Securities. Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue the stock option plans and all other employee benefit plans of SangStat California. Each outstanding and unexercised option, or other right to purchase, or security convertible into, SangStat California Common Stock shall become an option, or right to purchase, or a security convertible into the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of SangStat California Common Stock issuable pursuant to any such option, or stock purchase right or convertible security; on the same terms and conditions and at an exercise or conversion price per share equal to the exercise or conversion price

per share applicable to any such SangStat California option, stock purchase right or other convertible security at the Effective Date of the Merger. There are no options, purchase rights for or securities convertible into Preferred Stock of SangStat California.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of SangStat California Common Stock so reserved immediately prior to the Effective Date of the Merger.

3.3 SangStat Delaware Common Stock. Upon the Effective Date of the Merger, each share of SangStat Delaware Common Stock, \$.001 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by SangStat Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of SangStat California Common Stock may, at such stockholder's option, surrender the same for cancellation to the First National Bank of Boston, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of SangStat California Common Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of SangStat California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the merger shall bear the same legends, if any, with respect to the restrictions on transferability the certificates of SangStat California so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of SangStat Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of SangStat Delaware that such tax has been paid or is not payable.

#### IV. GENERAL

4.1 Covenants of SangStat Delaware. SangStat Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by SangStat Delaware of all of the franchise tax liabilities of SangStat California.

(c) Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by SangStat Delaware or by its successors or assigns, there shall be executed and delivered on behalf of SangStat California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by SangStat Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of SangStat California and otherwise to carry out the purposes of this Agreement, and the officers and directors of SangStat Delaware are fully authorized in the name and on behalf of SangStat California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either SangStat California or of SangStat

Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of SangStat California or by the sole stockholder of SangStat Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement or certificate in lieu thereof with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either 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 this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of either Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 32 Lockerman Square, Suite L-100, City of Dover, County of Kent, Delaware 19901, and The Prentice-Hall Corporation System, Inc., is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 1505 Adams Drive, Menlo Park, California 94025 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.



IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of SangStat Delaware and SangStat California, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

SANGSTAT DELAWARE, INC.,  
a Delaware corporation

By: Henry N. Edmunds  
Henry N. Edmunds, President

ATTEST:

Henry N. Edmunds  
Henry N. Edmunds, Secretary

SANGSTAT MEDICAL CORPORATION,  
a California corporation

By: David Winter  
David Winter, President


ATTEST:

Ralph Levy  
Ralph Levy, Secretary

**CERTIFICATE OF SECRETARY**  
**SangStat Delaware, Inc., a Delaware corporation**

The undersigned, Henry N. Edmunds, Secretary of SangStat Delaware, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies, as such Secretary, that the Agreement and Plan 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 SangStat Medical Corporation, a corporation of the State of California, was duly adopted by the sole stockholder of the corporation, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of said SangStat Delaware, Inc., a Delaware corporation, and constitutes the duly adopted agreement and act of said corporation.


WITNESS my hand this 24<sup>th</sup> day of July, 1995.

  
Henry N. Edmunds, Secretary

**CERTIFICATE OF SECRETARY**  
**SangStat Medical Corporation, a California corporation**

The undersigned, Ralph Levy, hereby certifies that he is the duly elected and acting Secretary of SangStat Medical Corporation, a California corporation ("SangStat California"), and hereby certifies that the attached Agreement and Plan of Merger between SangStat Medical Corporation, a Delaware corporation, and SangStat California was duly approved by the shareholders of SangStat California on May 31, 1995.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name this 14<sup>th</sup> day of July, 1995.

  
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Ralph Levy, Secretary

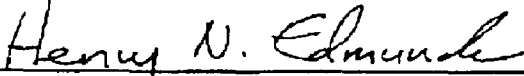
# CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER


Henry N. Edmunds states and certifies that:

1. He is the President and Secretary of SangStat Delaware, Inc., a Delaware corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000.
4. The shareholder percentage vote required for the aforesaid approval was at least 51% of the outstanding shares of Common Stock.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Menlo Park in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on August 2, 1995

  
Henry N. Edmunds, President

  
Henry N. Edmunds, Secretary