

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM762162

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Biology Works LLC		11/16/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Biology Works, Inc.		
Street Address:	2265 East Foothill Blvd.		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91107		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	90366243	K(NOW)	
Serial Number:	90366277	BW K(NOW)	
Serial Number:	90366297	BIOLOGYWORKS	
Serial Number:	90366288	BIOLOGYWORKS K(NOW)	
CORRESPONDENCE DATA			
Fax Number:			
	<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:	617-449-6500		
Email:	bostontrademarks@mccarter.com		
Correspondent Name:	Keith Toms, Esq., McCarter & English LLP		
Address Line 1:	265 Franklin Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	125288-90101		
NAME OF SUBMITTER:	Keith Toms		
SIGNATURE:	/Keith Toms/		
DATE SIGNED:	10/19/2022		
Total Attachments: 10			
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "BIOLOGY WORKS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BIOLOGY WORKS LLC" TO "BIOLOGY WORKS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2020, AT 2:51 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7432222 8100V
SR# 20208414360

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

Authentication: 204100219
Date: 11-17-20

TRADEMARK
REEL: 007872 FRAME: 0638

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is
Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is May 22, 2019.
- 4.) The name of the Limited Liability Company immediately prior to filing this
Certificate is Biology Works LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
Biology Works, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Limited Liability Company have executed this Certificate on the
16th day of November, A.D. 2020.

By: /s/ Peter Marx

Name: Peter Marx
Print or Type

Title: President
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BIOLOGY WORKS, INC." FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2020, AT 2:51 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7432222 8100V
SR# 20208414360

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

Authentication: 204100219
Date: 11-17-20

TRADEMARK
REEL: 007872 FRAME: 0640

**CERTIFICATE OF INCORPORATION OF
BIOLOGY WORKS, INC.**

ARTICLE 1

The name of the corporation is Biology Works, Inc. (the “**Corporation**”).

ARTICLE 2

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The purpose of the Corporation 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, as the same exists or may be amended or interpreted from time to time (the “**DGCL**”).

ARTICLE 4

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 23,869,336 shares of Common Stock, \$0.001 par value per share (“**Common Stock**”), of which 10,900,000 shall be designated Class A Common Stock, \$0.001 par value per share (“**Class A Common Stock**”) and 12,969,336 shall be designated Class B Common Stock, \$0.001 par value per share (“**Class B Common Stock**”).

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. General Right to Vote Together. Except as otherwise expressly provided herein or required by applicable law, the holders of Class A Common Stock and Class B Common Stock shall vote together as one class on all matters submitted to a vote of the stockholders; *provided, however*, the number of authorized shares of Class A Common Stock or Class B 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 voting power of the outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

2. Votes Per Share. Each holder of shares of Class A Common Stock is entitled to one (1) vote for each share of Class A Common Stock held. Except as required by applicable law, shares of Class B Common Stock shall not entitle the holders thereof to any vote whatsoever and the holders of shares of Class B Common Stock shall not be entitled to notice of or to participate in, any meeting of the stockholders of the Corporation or any written consent in lieu of any such meeting; *provided, however*, that the Corporation shall not, without the written

consent of the holders of at least a majority of the then-issued and outstanding shares of Class B Common Stock, voting as a separate class, effect any amendment to this Certificate of Incorporation that would give shares of Class A Common Stock materially different powers, preferences, rights, privileges or restrictions (other than voting rights which may be materially different) from the Class B Common Stock.

3. Conversion of Class A Common Stock

3.1 Optional Conversion. At the option of the holder thereof, each share of Class A Common Stock may be converted without the payment of additional consideration, at any time or from time to time, into one (1) fully paid and nonassessable share of Class B Common Stock as provided herein. Each holder of Class A Common Stock who elects to convert the same into shares of Class B Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or its transfer agent or Secretary, or the holder shall notify the Corporation or its transfer agent or Secretary that such certificates have been lost, stolen or destroyed and deliver an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and in each case shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the number of shares of Class A Common Stock being converted. If the conversion is in connection with an event specified in writing by the holder converting such shares of Class A Common Stock, the conversion may, at the option of the holder tendering Class A Common Stock for conversion, be conditioned upon the closing of such event, in which event the persons entitled to receive the Class B Common Stock upon conversion of the Class A Common Stock shall not be deemed to have converted such Class A Common Stock until immediately prior to the closing of such event.

3.2 Automatic Conversion upon Transfer. Each share of Class A Common Stock shall automatically, without further action, convert into one (1) fully paid and nonassessable share of Class B Common Stock upon the transfer of such share; *provided, however,* that a transfer by holder of Class A Common Stock (a "**Class A Stockholder**") to any of the following permitted entities, and from any of the following permitted entities back to such Class A Stockholder and/or any other permitted entity by or for such Class A Stockholder shall not trigger such automatic conversion; *provided, further,* that following each such transfer under this Subsection 3.2 (other than pursuant to Subsection 3.2.7), if the Class A Stockholder no longer retains the sole and exclusive right with respect to the voting and disposition of such shares of Class A Common Stock, each such share of Class A Common Stock shall automatically, without further action, convert into one (1) fully paid and nonassessable share of Class B Common Stock following such transfer:

3.2.1 a trust for the benefit of such Class A Stockholder and for the benefit of no other person, provided such transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class A Stockholder and, provided, further, that in the event such Class A Stockholder is no longer the exclusive beneficiary of such trust, each share of Class A Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class B Common Stock;

3.2.2 a trust for the benefit of the spouse, parents, grandparents, lineal descendants (including persons adopted during their minority), siblings and lineal descendants of siblings of such Class A Stockholder, provided such transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class A Stockholder;

3.2.3 a director or officer of the Corporation who is also a spouse, parent, grandparent, lineal descendant (including a person adopted during their minority), sibling or a lineal descendant of a sibling of such Class A Stockholder;

3.2.4 a corporation in which such Class A Stockholder directly, or indirectly, owns all of the shares or otherwise has legally enforceable rights to control a majority of the voting power thereof;

3.2.5 a partnership in which such Class A Stockholder directly, or indirectly, owns all of the partnership interests or otherwise has legally enforceable rights to control a majority of the voting power thereof;

3.2.6 a limited liability company in which such Class A Stockholder directly, or indirectly, owns all of the membership interests in the limited liability company, or otherwise has legally enforceable rights to control a majority of the voting power thereof; or

3.2.7 with respect to any Class A Stockholder that is a committed investment fund, another investment fund that controls, is controlled by, or is under common control with, such Class A Stockholder.

3.3 Conversion Upon Death or Incapacity of a Class A Stockholder. Each share of Class A Common Stock held of record by a Class A Stockholder shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class B Common Stock immediately upon such Class A Stockholder's death or mental incapacity such that such Class A Stockholder is incompetent to manage his or her affairs as determined by a court of competent jurisdiction appointing a fiduciary to manage the affairs of such Class A Stockholder.

3.4 Effect of Conversion. In the event of a conversion of shares of Class A Common Stock to shares of Class B Common Stock pursuant to this Section 3, such conversion shall be deemed to have been made at the time that the Corporation's transfer agent or Secretary receives the written notice required pursuant to Section 3.1, the time that the transfer of such shares occurred or the death of the Class A Stockholder, as applicable. Upon any conversion of Class A Common Stock to Class B Common Stock, all rights of the holder of such shares of Class A Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued, if any, shall be treated for all purposes as having become the record holder or holders of such number of shares of Class B Common Stock into which such Class A Common Stock were convertible. Shares of Class A Common Stock that are converted into shares of Class B Common Stock as provided in this Section 3 shall be retired and shall not be reissued.

3.5 Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the shares of Class A Common Stock, such number of its shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class A Common Stock; and if at any time the number of authorized but unissued shares of Class B Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class A Common Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class B Common Stock to such number of shares as shall be sufficient for such purpose.

4. Equal Status. Except as expressly provided in this Article IV or required by applicable law, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matter and be identical in all respects as to all matters, including:

4.1 Dividends and Distributions. Shares of Class B Common Stock and Class A Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any dividend or distribution of cash, property or shares of the Corporation's capital stock and any distribution following or in connection with any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (collectively, a "**Distribution**") paid or distributed by the Corporation; *provided, however*, that in the event a Distribution is paid in the form of Class A Common Stock or Class B Common Stock (or option, warrant, restricted stock unit, conversion right or contractual right of any kind to acquire such stock), then holders of Class A Common Stock shall receive Class A Common Stock (or option, warrant, restricted stock unit, conversion right or contractual right of any kind to acquire such stock, as the case may be) and holders of Class B Common Stock shall receive Class B Common Stock (or option, warrant, restricted stock unit, conversion right or contractual right of any kind to acquire such stock, as the case may be).

4.2 Subdivision or Combination. If the Corporation in any manner subdivides or combines the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other such class will be subdivided or combined in the same proportion and manner, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock, each voting separately as a class.

4.3 Deemed Liquidation Event. In connection with any Deemed Liquidation Event (as defined below), shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any consideration into which such shares are converted or any consideration paid or otherwise distributed to stockholders of the Corporation. "**Deemed Liquidation Event**" means any merger or consolidation of the Corporation with one or more other corporations, or any transfer of shares capital stock of the Corporation, in each case, in which the holders of capital stock of the Corporation prior to such transaction hold, immediately after such transaction, shares of capital stock of the Corporation representing less than fifty-one (51%) of the voting power of the

outstanding capital stock of the surviving corporation or the Corporation, as the case may be; (ii) the sale of all or substantially all of the Corporation's assets; (iii) the exclusive licensing of all or substantially all of the Corporation's intellectual property; or (iv) the liquidation, dissolution, winding-up, recapitalization or reorganization of the Corporation.

ARTICLE 5

The Board of Directors is expressly authorized to make, alter, or repeal the bylaws of the Corporation (the "Bylaws").

ARTICLE 6

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

ARTICLE 7

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 all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 8

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this ARTICLE 8 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation 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 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 9

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 the DGCL permits the Corporation 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 9 shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the

liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE 10

The name and mailing address of the sole incorporator is as follows:

Peter Marx
137 N. Larchmont Blvd. #136
Los Angeles, CA 90004

* * *

I, the undersigned, being the sole incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do hereby certify the statements herein as of November 16, 2020.

By: /s/ Peter Marx
Name: Peter Marx
Title: Sole Incorporator