

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM526022

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
XCOM Labs LLC		11/30/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	XCOM Labs, Inc.		
Street Address:	9530 Towne Centre Drive, Ste 220		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Serial Number:	87921735	XCOM	
Serial Number:	87921740	XCOM	
Serial Number:	87921741	XCOM	
Serial Number:	87921743	XCOM	
Serial Number:	87921746	XCOM TECHNOLOGY	
Serial Number:	87921747	XCOM TECHNOLOGY	
Serial Number:	87921748	XCOM TECHNOLOGY	
Serial Number:	87921750	XCOM TECHNOLOGY	
Serial Number:	87951847		
Serial Number:	87951849	X	
Serial Number:	87951851		
Serial Number:	87951853		
CORRESPONDENCE DATA			
Fax Number:	4157735759		
<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:	4157735700		
Email:	ipprosecutionsf@orrick.com		
Correspondent Name:	Beth M. Goldman		

CH \$315.00 87921735

TRADEMARK

Address Line 1: 2050 Main Street, Suite 1100
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: Irvine, CALIFORNIA 92614-8255

ATTORNEY DOCKET NUMBER: 38353-8

NAME OF SUBMITTER: Betsy Wang Lee

SIGNATURE: /Betsy Wang Lee/

DATE SIGNED: 06/03/2019

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 "XCOM LABS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "XCOM LABS LLC" TO "XCOM LABS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2018, AT 2:22 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

6865365 8100V
SR# 20187979075

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

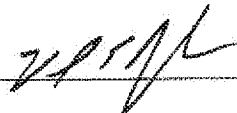
Authentication: 204034243
Date: 12-05-18

TRADEMARK
REEL: 006659 FRAME: 0801

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 April 30, 2018.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is XCOM Labs LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is XCOM Labs, 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 30th day of November, A.D. 2018.

By: 

Name: Paul E. Jacobs, PhD
Print or Type

Title: Chief Executive Officer
Print or Type

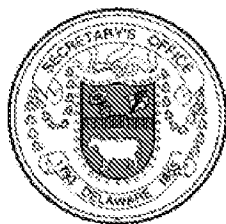
Delaware

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 "XCOM LABS, INC." FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2018, AT 2:22 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

6865365 8100V
SR# 20187979075

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

Authentication: 204034243
Date: 12-05-18

TRADEMARK
REEL: 006659 FRAME: 0803

CERTIFICATE OF INCORPORATION

OF

XCOM LABS, INC.

ARTICLE I

The name of this corporation is XCOM Labs, Inc. (the "*Corporation*").

ARTICLE II

The address of the Corporation's registered office in the state of Delaware is 1209 Orange Street, in the city of Wilmington, county New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Class A Common Stock*," and "*Class B Common Stock*." The total number of shares which the Corporation is authorized to issue is 15,747,500 shares, each with a par value of \$0.001 per share. 5,747,500 shares shall be Class A Common Stock and 10,000,000 shares shall be Class B Common Stock. The Class A Common Stock and Class B Common Stock are sometimes collectively referred to herein as the "*Common Stock*."

(B) **Powers, Special Rights and Restrictions of Class A Common Stock.** The powers, preferences, special rights and restrictions granted to and imposed on the Class A Common Stock are as set forth below in this Article IV(B).

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Class A Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors, on a pro rata basis with the holders of Class B Common Stock based on the number of shares of Common Stock held by each.

2. **Voting Rights and Powers.**

(a) Each holder of Class A Common Stock shall be entitled to ten (10) votes per share of Class A Common Stock, and to receive notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and to vote upon such matters and in such manner as may be provided by this Certificate or by law. Except as expressly provided by this Certificate (including without limitation the preceding sentence) or as required by law, the holders of Class A Common Stock shall be entitled to the same voting rights and powers as the holders of the Class B Common Stock and to notice

of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class on all matters.

(b) The number of authorized shares of Class A 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 shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote without the separate class vote of the holders of the Class A Common Stock as permitted by the provisions of Section 242(b)(2) of the Delaware General Corporate Law.

3. **Subdivisions or Combinations.** If the Corporation in any manner subdivides or combines the outstanding shares of Class B Common Stock, then the outstanding shares of Class A Common Stock will be subdivided or combined in the same proportion and manner.

4. **Equal Status.** Except as expressly set forth in this Article IV or as otherwise required by law, Class A Common Stock shall have the same rights (including special rights) and powers of, rank equally to, share ratably with, be subject to the same limitations as, and otherwise be identical in all respects and as to all matters to Class B Common Stock.

5. **Conversion.**

(a) **Right to Convert.** Each share of Class A Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class B Common Stock at the option of the holder thereof at any time upon written notice to the Corporation. To exercise such conversion rights, a holder of Class A Common Stock shall give written notice to the Corporation, at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the shares of Class B Common Stock are to be issued and, in the case of Class A Common Stock represented by a certificate, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Class A Common Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Class A Common Stock, or to the nominee or nominees or such holder, a certificate or certificates or, in the case of uncertificated securities, a notice of issuance, for the number of shares of Class B Common Stock to which such holder shall be entitled as aforesaid and if less than all of such holder's shares of Class A Common Stock have been converted, a certificate or, in the case of uncertificated shares, a notice of issuance, for the remainder of such holder's shares of Class A Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of certificates, or in the case of uncertificated securities, on the date such notice of conversion is received by the Corporation, and the person or persons entitled to receive the shares of Class B Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class B Common Stock as of such date and time.

(b) **Automatic Conversion Upon Transfer.** Each share of Class A Common Stock shall automatically, without any further action by the holder or the Corporation, convert into one (1) fully paid and nonassessable share of Class B Common Stock upon the Transfer (as defined below) of such share; provided, however, that a Transfer of Class A Common Stock by a Class A Stockholder (as defined below) or such Class A Stockholder's Class A Permitted Entity (as defined below) to another Class A Stockholder or such Class A Stockholder's Class A Permitted Entity shall not trigger such automatic conversion.

(c) **Automatic Conversion.** Each share of Class A Common Stock shall automatically be converted into one (1) fully paid and nonassessable share of Class B Common Stock

immediately upon the date, or upon the occurrence of an event, specified by vote or written consent of the holders of shares of Class A Common Stock representing at least a majority of the then-outstanding shares of Class A Common Stock.

(i) **Administration.** The Corporation may, from time to time, establish such policies and procedures, not in violation of applicable law or the other provisions of this Certificate, relating to the conversion of the Class A Common Stock into Class B Common Stock as provided in this Section 5 and the dual class common stock structure provided for in this Certificate, including, without limitation, the issuance of stock certificates in connection with any such conversion, as it may deem necessary or advisable. If the Corporation has reason to believe that a Transfer giving rise to a conversion of shares of Class A Common Stock into Class B Common Stock has occurred but has not theretofore been made on the books of the Corporation, the Corporation may request that the holder of such shares furnish affidavits or other evidence to the Corporation as it reasonably deems necessary to determine whether a conversion of shares of Class A Common Stock to Class B Common Stock has occurred, and if such holder does not within ten (10) days after the date of such request furnish sufficient evidence to the Corporation (in the manner provided in the request) to enable the Corporation to determine that no such conversion has occurred, any such shares of Class A Common Stock, to the extent not previously converted, shall be immediately and automatically convert into shares of Class B Common Stock and the same shall thereupon be registered on the books and records of the Corporation. In connection with any action of stockholders taken at a meeting or by written consent, the stock ledger of the Corporation shall be the exclusive evidence of the stockholders entitled to vote in person or by proxy at any meeting of stockholders or in connection with any written consent and the classes and series of shares held by each such stockholder and the number of shares of each class held by such stockholder. Each share of Class A Common Stock that is converted pursuant to this Section 5 shall be retired by the Corporation and shall not be reissued.

6. **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 into shares of Class B Common Stock.

(C) **Powers, Special Rights and Restrictions of Class B Common Stock.** The powers, preferences, special rights and restrictions granted to and imposed on the Class B Common Stock are as set forth below in this Article IV(C).

1. **Dividend Rights.** Subject to the prior rights of holders of all classes and series of stock at the time outstanding, the holders of shares of Class B Common Stock shall be entitled to receive, out of any assets legally available therefor, such dividends, when, as and if declared by the Board of Directors, on a pro rata basis with the holders of Class A Common Stock based on the number of shares of Common Stock held by each.

2. **Voting Rights and Powers.** Each holder of a share of Class B Common Stock shall be entitled to one (1) vote per share of Class B Common Stock, to receive notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and to vote upon such matters and in such manner as may be provided by this Certificate or by law. Except as expressly provided by this Certificate (including without limitation the preceding sentence) or as required by law, the holders of Class B Common Stock shall be entitled to the same voting rights and powers as the holders of the Class A Common Stock and to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Class B Common Stock and Class A Common Stock shall vote together as a single class on all matters.

The number of authorized shares of 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 shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote without the separate class vote of the holders of the Class B Common Stock as permitted by the provisions of Section 242(b)(2) of the Delaware General Corporate Law.

3. **Subdivisions or Combinations.** If the Corporation in any manner subdivides or combines the outstanding shares of Class A Common Stock, then the outstanding shares of Class B Common Stock will be subdivided or combined in the same proportion and manner.

(D) **Definitions.**

1. For purposes of this Article IV:

(a) “*Class A Permitted Entity*” shall mean, with respect to any Class A Stockholder:

(i) a trust for the benefit of Paul E. Jacobs, PhD (“*Specified Series A Holder*”) and for the benefit of no other person; *provided* that such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to a Class A Stockholder; *provided, further*, that in the event and at such time as Specified Series A Holder is no longer the exclusive beneficiary of such trust or no longer has sole dispositive power and exclusive Voting Control with respect to the Class A Common Stock held by 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;

(ii) a trust for the benefit of persons other than Specified Series A Holder so long as Specified Series A Holder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust; *provided* that 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; *provided, further*, that in the event and at such time Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by 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;

(iii) a trust under the terms of which Specified Series A Holder has retained a “qualified interest” within the meaning of §2702(b)(1) of the Internal Revenue Code (the “*Code*”) or a reversionary interest so long as Specified Series A Holder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust; *provided* that in the event and at such time as Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by 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;

(iv) an Individual Retirement Account, as defined in Section 408(a) of the Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which Specified Series A Holder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Code; *provided* that in each case Specified Series A Holder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common

Stock held in such account, plan or trust, and provided, further, that in the event and at such time as Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such account, plan or trust, each share of Class A Common Stock then held by or in such Individual Retirement Account, pension, profit sharing, stock bonus or other type of plan or trust shall automatically convert into one (1) fully paid and nonassessable share of Class B Common Stock;

(v) a corporation in which Specified Series A Holder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that Specified Series A Holder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such corporation; *provided* that in the event and at such time as Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such corporation, each share of Class A Common Stock then held by such corporation shall automatically convert into one (1) fully paid and nonassessable share of Class B Common Stock;

(vi) a partnership in which such Specified Series A Holder directly, or indirectly through one or more Class A Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that Specified Series A Holder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such partnership; *provided* that in the event and at such time as the Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such partnership, each share of Class A Common Stock then held by such partnership shall automatically convert into one (1) fully paid and nonassessable share of Class B Common Stock; or

(vii) a limited liability company in which Specified Series A Holder directly, or indirectly through one or more Class A Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that Specified Series A Holder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such limited liability company; *provided* that in the event and at such time as Specified Series A Holder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such limited liability company, each share of Class A Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and nonassessable share of Class B Common Stock.

(b) "**Class A Stockholder**" shall mean any stockholder that is issued Class A Common Stock by the Corporation or any Class A Permitted Entity.

(c) "**Transfer**" shall mean, with respect to a share of Class A Common Stock, any sale, assignment, transfer, conveyance, hypothecation, grant of a security interest, gift or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law, unless the Board of Directors, in its sole and absolute discretion and prior to the occurrence of such sale, assignment, conveyance, hypothecation, grant, gift, disposition or transfer, in a valid board action referring to this subsection of this Certificate, decides that a waiver of the conversion provisions should take place for a particular transaction and that, as a result, such sale, assignment, transfer, conveyance, hypothecation, grant of a security interest, gift or other transfer or disposition of such share or any legal or beneficial interest in such share shall not constitute a "Transfer"; provided, however, that the following shall not be considered

a "Transfer": (i) the grant of a proxy to officers or directors of the Corporation at the request of the Board of Directors in connection with actions to be taken at an annual or special meeting of stockholders; (ii) the pledge of shares of Class A Common Stock that creates a mere security interest in such shares pursuant to a *bona fide* loan or indebtedness transaction, so long as the Class A Stockholder pledging such shares retains Voting Control with respect to such shares, provided, however, that a foreclosure on such shares of Class A Common Stock or other similar action by the pledgee shall constitute a "Transfer"; (iii) the fact that, as of the Purchase Date or at any time after the Purchase Date, the spouse of any holder of Class A Common Stock possesses or obtains an interest in such holder's shares of Class A Common Stock, arising solely by reason of the application of the community property laws of any jurisdiction, so long as no other event or circumstance shall exist or have occurred that constitutes a "Transfer" of such shares of Class A Common Stock or (iv) any action where the Board of Directors has explicitly waived the applicability of this definition of Transfer by specific reference to this waiver provision prior to such action.

(d) "*Voting Control*" shall mean, with respect to a share of Class A Common Stock, the power to vote or direct the voting on all matters of such share by proxy, voting agreement or otherwise.

ARTICLE V

Except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

Distributions by the Corporation may be made without regard to "preferential dividends arrears amount" or any "preferential rights," as such terms may be used in Section 500 of the California Corporations Code.

ARTICLE VIII

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, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended 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 Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The rights and protections of a director provided in this provision are not exclusive of any additional protection that may be provided elsewhere.

ARTICLE IX

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding asserting a claim on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, (D) any action or proceeding asserting a claim as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery of the State of Delaware, or (E) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE X

The name and mailing address of the incorporator are as follows:

Deborah Abernathy
400 Capitol Mall #3000
Sacramento, CA 95814

Executed on November 30, 2018 .

/s/ Deborah Abernathy
Deborah Abernathy, Incorporator