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UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

March 03, 2009

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By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United Sta. es Patent and Trademark Office

00,

E. BORNET.

Certifying Officer

Electronic Version vl.i
Stylesheet Version vi.I

SUBMISSION TYPE:

NATURE OF CONVEYANCE:

CONVEYING PARTY DATA

PATENT ASSIGNMENT

NEW ASSIGNMENT

ASSIGNMENT

I Name IL Execution Date

A. Ernst j1i3/2007
Paul Polakis 110712612007
Bonnee Rubinfeld 1107/30/2007
Venita I. DeAlmeida 110713012007

RECEIVING PARTY DATA

Name: [Genentech, Inc.
Street Address: 1 DNA Way
ity: jSouth San Francisco
State/Country: IICALIFORNIA

PostaI code:.1(94080-4990

PROPERTY NUMBERS Total: 1

Property Type Number

ppIicalion Number 1160951175

CORRESPONDENCE DATA

Fax Number. (650)952-9881
Correspondence will sent we 1/S Mail when the fax attemptis unsuccessful.
Phone: (650) 467-0481
Email: mazzeo.joangene.com
Correspondent Name: Traci H. Ropp
Address Line 1: 1 DNA Way
Address Line 2: MS#49
Address Line 4: South San Francisco, CALIFORNIA 94080-4990

ATTORNEY DOCKET NUMBER: ]2368-1

NAME OF SUBMITTER: H. Ropp

Total Attachments 5

en 45154 500

PATENT

REEL: 0119698 FRAME: 0968

MW

Docket No. PR2368-1

ASSIGNMENT

WHEREAS, JamesA. Ernst a citizen ofUS, residing at 758 Clayton Street San Francisco, CA 94117, and Paul Polakis, a citizen of US, residing at 265 West Slithedale Avenue, Mill Valley, CA 94941, and Bonnee Rubinfeld, a citizen of US, resldingat 4186 Quail Run Drive, Danviilo, CA 94506, and Venita I. DeAimelda, a citizen of IN, residing at 965 Buckland Avenue, San Carlos, CA 94070 (hereinafter "ASSIGNORS"), have invented a new and useful invention in

WNT ANTAGONISTS AND THEIR USE IN THE DIAGNOSIS AND TREATMENT OF WNT-MEDIATED DISORDERS

for which a provisional application Serial No. 60/951,175 (Docket No. PR2368-1) has been filed by them on July 20, 2007; and

WHEREAS, GENENTECH, INC., a corporation organized and existing under and by virtue of
the laws of the State of Delaware, having a place of business at I DNA Way, South San Francisco, California 94080-4990, is desirous of acquiring an interest in and to said Invention, and in and to the Letters Patents to be obtained therefor,

NOW, THEREFORE, be It known by all whom it may concern;

Thatforgood and valuable consideration the receipt ofwhich is hereby icknowledged, the said ASSIGNORS have and do hereby sell, assign, transfer and set over unto the said GENENTECH, INC., Its successors and assigns, the full and exclusive right, title and interest Including all rights under the Paris Convention for the Protection of Industrial Property, in and to said invention, and In and to any and all Letters Patents to be granted and issued therefor or any continuation, division, renewal, or substitute thereof, and as to Letters Patents any reissue orre-examination thereof, not only for, to, and In the United States ofAmerica, Its territories and possessions, but for, to and In all other countries; and it has been and Is hereby authorized and requested that the appropriate government agencies Issue said Letters Patents to said GENENTECH, INC., in accordance with this Assignment

Said ASSIGNORS covenant and agree to cooperate with GENENTECH, INC., to enable said GENENTECH, INC. to enjoy to the fullest extent the right, title and Interest herein conveyed in the United States and foreign countries. Such cooperation by said ASSIGNORS includes prompt production of pertinent facts and documents, giving of testimony, execution of petitions, oaths, specifications, declarations or other papers, and other assistance all to the extent deemed necessary or desirable by said GENENTECH, INC., (a) for perfecting the right, title and interest herein conveyed; (b) for prosecuting any ofsaid applications; (C) forfiling and prosecuting applications for relssuance of any of said patents; (d) for Interference or other priority proceedings Involving said invention; and (a) for legal procóedlngs Involving said Invention and any applications therefor and any patents granted thereon, including without limitation opposition proceedings, cancellation proceedings, priority contests, public use proceedings, infringement actions and court actions; provided, however, that the expense incurred by said ASSIGNORS In providing such cooperation shall be paid for by said GENENTECH,
INC.

The terms and covenants of this assignment shall Inure to the benefit of said GENENTECH,
INC., its successors, assigns and other legal representatives, and shall be binding upon said ASSIGNORS, their respective heirs, legal representatives and assigns.

Page 1 of2

PATENT

REEL: 019698 FRAME: 0970

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NUmero de Archivo: PR2368

CESION

CONSIDERANDO QUE, James A.ERNST, ciudadano de Estados Unidos, residente en 758 Clayton Street, San Francisco, CA 94117, y Paul POLAKIS, ciudadano do Estados Unidos, residente en 265 West Blithedale Avenue, Mill Valley, CA 94941, y Bonnee RUBINFELD, ciudadano de Estados Unidos, residente en 4186 Quail Run Drive, Danville, CA 94506, y Vena I. DeALMEIDA, ciudadano do India, residente en 965 Buckland Avenue, San Carlos, CA 94070 (en adelante referidos como "CEDENTE"), han inventado una invcnciôn nueva y 001 en

ANTAGONISTAS DE WNT Y SU USO EN EL DIAGNOSTICO V TRATAMIENTO DE TRASTORNOS MEDIADOS POR WNT

para la cual se presentO la solicitud provisional No. 60/951,175 (Expediente No. PR2368-1) par ellos el 20 do julio do 2007; y

CONSIDERANDO QUEJ GENENTECH, INC., una corporaciôn organizada y existente bajo y por
virtud de las byes del Estado do Delaware, qua tiene oficinas en 1 DNA Way, South San Francisco, California 940804990, estÆ deseosa do adquirir un interØs en y para dicha inverición, y en y para las Letras de patentes quo se obtendràn de la misma;

AHORA, POR LO TANTO, tØngase par sabido par todo aquel qua be conciema:

Quo por una consideraciôn buena y valiosa el recibo do Ia cual se reconoce por la presente, dicho CEDENTE ha y por la presents vende, cede, transfers y traspasa a dicha GENENTECH, INC. sus sucesores y cesionarios, el derecho, tltulo a interØs completo y exclusivo incluyendo todos los derechos baja la Convención do Paris para la ProtecciOn do la Propiedad Industrial, en y pare dicha invenciOn, y en y para cualquiera y todas las patentes quo Se concedan y emitan para la misma a cualquier continuaciôn, division, renovaciôn, o sustituciOn do Is misma, y en cuanto a las Letras do patentes cualquier reamisiôn a reexaminaciOn de las mismas, no solo para, par y en los Estados Unidos do America, sus teffltorbos y posesianes, sin para, par y en todos los otros palses; y so ha y par la presente se autoriza y solicita que las agencies gubemamentabes respectivas amitan dichas Letras do patentes a GENENTECH, INC., do acuerdo con asta cesiôn,

Dicho CEDENTE garantiza y acuerda cooperar con GENENTECH, INC., para posibilitar a dicha GENETECH, INC., a disfrutar hasta su maxima extensiOn el derecho, titubo e interOs aqul cedido en Estados Unidos y los palses extranjeros. Tab cooperaciOn por dichos CEDENTE incluye Is pronta producciOn do hechos y documentos pertinentes, dando testlmonio, ejecutando peticiones, juramentos, especificaciones, declaraciones u otros documentos, y otra ayuda todas haste el punto considerado necesaric a deseabbe por dichas GENETECH, INC. (a) para perleccionar el derecho, titulo e InterØs aqui codido; (b) para procesar cuabquiera do dichas solicitudes; (c) para presentar y procesar solicitudes de reemlsiOn de cualqulera de dichas patentes; (d) pars procesos de interferencia u otros procesos de prioridad quo invobucran dicha lnvenciOn; y (e) pare procedimientos legales que involucran dicha invención y cualquier sobicitud de la misma y cualquier patente concedida sobre la misma, incluyendo sin limftaclOn procedimientos de oposiciOn, procedimlentos do cancelaciOn, disputes do prioridad, procesos de usa pUblico, acciones de violaciOn y acciones do la carte; con la condiciOn que los gastos incurridos par dicho CEDENTE al proporcionar dicha cooperaciOn deban ser pagados por GENETECH, INC.

Los tØrminos y garantlas do esta cesiOn deben lastimar a beneficiO de dicha GENETECH, INC.
sus sucesores, cesionaiios y otros representantes legabes, y deberØ ser obbigante sobre dichos CEDENTE, sus respectivos herederos, representantes legabes y cesionarios.

PÆginalde2

PATENTE
ROLLO: 019698 CUADRO: 0970

SECRETARY OF STATE

APOSTILLE
(Convention de La Haye du 5 octobre 1961)
1. County: United States ofAmerica
This public document
2. has been signed by AIDA MICLAT,dUIAM
3. acting in the capacity of Notary Public, State of California

4. bears the seal/stamp ofAIDA MICLAT GUIAM, Notaiy Public; J State of California
CERTIFIED
5. At Sacramento, California
6. the 15th day of December 2005
7. by Deputy Secretary of State, State of California
. No. 267083
9 Seal/Stamp

10. Signatu

Secretary of State

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Brigard & Castro4?
Krl5 BOGOTA -COLOMBIA S
PODER POWER OF ATTORNEY S

bl

Yo (nosotros) I tWe’I Genentech, Inc.
IONA Way

domiciliado(s) en domiciled in South San Francisco, California 94080-4990

USA

Nombro(amos) a: JUAN PABLO CADENA SARMIENTO
y/o BEATRIZ JARAMILLO y/o CARLOS H. PALACIO
EASTMAN y/o HECTOR GOMEZ MEJIA, do Bogota,
colombIa, apoderados.verdadoros y legales con poder
especial, amplio y suficlØnte, para recabar do las oficinas y utoridades colombIanas administrativas, judiciales y de poIicIa en cualquier instancia a reôurso, la obtención do patentee do invención, registros do marcas, diseæos industriales, modelos de utilidad, depOsitos do nombres omrciales y enseæas, registros de derechos do autor y ontratos sabre los mismos, obtención do certificados do

obteritor do variedados vegetales, as[ cqmo sue prórrogas, renovaciones, anotaciones do traspaso, cambios do nombrŁ y/o domicillo; elaborar, tramitar y registrar contratos do licencia y licencias do cualesquiera clases; intervenir como demandante o como demandado en cualquier instancia y ecursb ante cualquier juez, corporacióri, funcionario piblico o autoridad en acciones judiciales, adminletrativas y do policla tales coma: oposiciones al registro do marcas; acciones de caducidad, cancelaciOn y nulidad; acciones reivindicatorias, acciones derivadas do la obtención a oxplotaciOn do licencias; acciones do competoncia desleal; dØmandas. poriales; acciones do indemnización do perjuicios, reclamos y observaciones a solicitudes de patentee, diseæos industriales, modelos do utilidad, on el ejerciclo de mØdidas cautelares y on otras acciones a medidas similares.

- A este efecto, b(s) faculto(amos) para elevar solicitudes, forrnular descripelones, enmiendas, protestas, deolaraciones, oposiciones, cancelaciones, nulidades, apelaciones y reclamos; pagar impuostos, cuotas y gravÆmenes prescritos por la ley; renunciar a desistir a derechos conoedidos o en curso do concesióri; recibir toda olase do documentos y valores, dando el descargo respectivo, y, en general, para dar ante dichas autoridades todos los pasos necesarios al ofecto indicadô y tomar todäs las medidas que creyeren conducentes al res.guardo de mis (nuostros intereses), con todas las demÆsfacultades legales necesarias.

Este poder compronde Is facultad de ratificar o confirmar en ml (nuestro) nombre Ia actuado acE como la facultad do desistir, transigir, comprometer, y la do sustituirlo an todo o an parte y revocar sustituciones. Asimismo nombro(amos) a: JUAN PABLO CADENA SARMIENTO y/o BEATRIZ JARAMILLO y/0, CARLOS H. PALACIO EASTMAN yb HECTOR GOMEZ MEJIA,, domiciliado(s) en la Carrera 7 No. 16-56 Piso 9, mis (nuestros) apoderados en Colombia, con facultades para recibir notificaciones y designar apoderados judiciales a extrajudiciales.

Otorgado y firmadô en

hoy do de 20Q.

Firma

Nombre
Cargo

Hereby appoints JUAN PABLO CADENA SARMIENTO and/or BEATRIZ JARAMILLO and/or CARLOS H. PALACIO EASTMAN and/or HECTOR GOMEZ MEJIA, of Bogota, Colombia, my (our) true and lawful attorneys with special, ample and sufficient power to obtain from the Colombian administrative, judicial and police offices and authorities, in any instance, privileges of patents of invention, registration of trademarks, industrial designs and utility models; registration of commercial names and emblems, registration of copyright and contracts related thereto, certificates of obtainers of vegetables varieties, as well as extensions, renewals and recordal of assignments and changes of name and domicile related to the above; to prepare, prosecute and register licenses of any kind; to act as plaintiff or defendant in any instance or recourse, and before any judge, corporation, public official or authority in judicial, administrative and police actions, such as: oppositions to the registration of trademarks; caducity, cancellation and nullity actions; claim actions derived from the obtaining or expbotation of licenses, action of unfair competition; criminal proceedings, actions for payment of damages: claims or observations on patent applications, models, industrial designs and utility models; in the exercise of preventive measures and in other actions or similar proceedings. S

To that effect they hereby empowered to file applications, formulate descriptions, amendments, protests, declarations, oppositions, cancellations, nullities, appeals and claims; to pay taxes, quotas and assessments prescribed by law, renounce or waive the rights granted..or in the process of granting; to receive all kinds of d irniei9ts and valuables, giving the respective release rip:d, in general, to take before said authorities the ni sary tteps to such
effect, and any measures that.thj. dee pertinent to
the safeguard of my (our) rntre s) with t the other necessary leqal powers

This power includes the fapul:.t t!f,honfirm desist,
settle and comprorise ort:y and to substitute this power in whole ac nd p rvoke substitutions. At the same time I (Wi). horebt appoints JUAN PABLO CADENA SARMIENTO arid/or BEATRIZ JARAMILLO and/or CARLOS H. PALACIO EASTMAN and/or HECTOR GOMEZ MEJIA, domiciled in Carrera 7 No. 16-56, Piso 9, my (our) attorney(s), in fact, with powers to receive notifications and to designate judicial and extrajudicial attorneys.

South San Francisco, California
Granted and signed in USA

this 6th day

Signature

Name Timothy IrR Schwartz1 PhD Title Section Patent Counsel Authorized Corporate Signatory Genentech, Inc.. S

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:
. 2. has been signed by Harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

fie

5.. at Dover, Delaware

6. the twenty-fourth day of May, A.D. 2005

7.. by Secretary of State, Delaware Department of State

. 8. No. 0254030

9. Seal/Stamp: 10. Signature:

rt r .’tcI*

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AITTCLE 4

I!
SECTIoN 4.01. Capital Stock. (a) The Coiporatlon is authorized to issue
two classes ofstock to be designated respectively, preferred stock and common stocic. The total number of shares which the Cooia1ion is authorized to issue Is four hundred million (400000,000) shares. One hundred million (IOOOOO,OOO) shares shall be designated preferred stock, par value $0.02 per share ("Preferred Stock"). Three huitdred xciWorn (300000,000) shares 4WI be designated common stock, par value $0.02 per share (’Cemitton Stuck") The Common Stock ofthe Corporation shall be all of one class.

(b) The number or authorized shares ofany class or classes ofstock may,
be increased or decreased (but not below the number ofshares thereofthen outstaiadlng) by the affirmative vote ofa majority in voting power of the outstanding stock ofthe çorpoTeticn exttitled to vote thereon irrespective ofthe provisions of Section 242(b)(2) ofDelaware Law.

SECTION 4.02. Common Slack. (a) Lwice and Consideration. Any unissued or treasury shares ofthe Common Stock may beIssued for such consideration as may be fixed in accordance with applicable law from time to time by the Board ofDirectors.

(b) Dividends. Subject to the rights ofholders ofthe Preferred Stock,
the holders ofthe Common Stock shalt be entitled to receive, when and as declared by the Board ofDirectors, out ofthe assets ofthe Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of stock and the holders ofthe Prefbzrcd Stock shall not be entitled to participate in any such dividends (unless otherwise provided by tie Board of Directors in any resolution providing for the issue ate series ofPreferred Stock).

Szcriot’ 4.03. Pie/erred Stock.

(a) Sane; and Limits ofVariations betwen Series. Any urdssned or U=Mshares ofthe Preferred Stock maybe Issued fromllnreto time In one or mom series for such consideration as may be fixed from time to time by the Board ofDirectors. Before any shares ofPreferred Stock ofany particular series shall be

issued, a ocrticate shall be filed with the Secretary of State of - fbzth the designation, tights, privileges, restrictions, end condi

to the Prefenvd Stock ofsuch series and such other matters as
and the Board of Directors shall fix aria determine, and is hare
empowered to fix and determine, in the manner provided by 1

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Article 4 applicable to all setles ofPrerevrad Stock), including, but not limfted to,
the. following:

(i) the dludhWvc designaticrn oFstch series and the number of
shares which shall constlwte such sorlee, which number maybe increased (except witere otherwise provided by the Board ofDirectors in creating
such series) or decreased (but not below the number ofshares thereofthen outstanding) from time to tia by like action ofthe Bard ofDlrectors

(It) the annuaL raw ofdividends payable on shares ofsuch series,
the conditions upon which such shall be payable and the date from winch dividends shall be cumulative event the Board of X)lrectors determines that dividends shall be cnnndative;.

(iii) whtber such serio shall have otiug In addition to the voting provided by law and, if so, the terms of suchvodng

(iv) whether such series shall have conversion privileges and, if
so, the terms and conditions otsucb oonversion,.lncludlng, but notlimited to, provision for adjustrnont ofthe conversion rate upon such events and in suchunannerastheBoard ofDirectors shall determine; -

(v) whether or not the shares otsucb serialshalt be redeemable
and, If the and conditions ofsuch redemption, including the date

divested ofsuch Tights to elect a specified number of d1tctors, voting as a class, pursuant to the provisions ofsuch Prcfeued Stock or series, the terms ofoffice of all directors elected by the holders ofsuch Preferred Stock or series, voting as a class pursuant to such provisions or elected to fill any vacancies resulting from the death, resi gnation or removal ofdirectors so elected by the holders of such Pretbrrcd Stock or series, shafl forthwith terminate and the authorized number of directors shall be reduced accorcftngly.

SSCIION 6.02. DaIlots. Elections ofdirec*nrs at an annual or special
meeting ofstockholders need not be by written ballot unless the bylaws ofthe Corporation shall provide otherwise-

SecrrIoN 6.03- Elimination ofCertain Per.ronai Liability afOfreiciors. (a)
A director ofthe Corporation shell not be li&ble to the Corporation or its stockholders for monetary damages for breach offiducIary duty as a director to time fullest extent permitted by Delaware Law.

(b) Each person (and the heirs, executors or administrators ofsuch.
person) who was or is a pasty or is thrsatcned*o be made aperty to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative investigative by reason ofthe fact that such person is or was a director ofthe Corporation or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other entetprise, shall be indemnified and held hanniess by the Corporation to the fullest extent pennhixed by Delaware Law. The right to izidemnication conferred in this Section 6.03 shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance ofIts final disposition to the fullest extent authorized by Delaware Law. The right indemnification confeited in this Section 6.03 shall be a contraet right.

(c) The Corporation my, by action ofits Board ofDirectors, provide indemnification to such ofthe olticexs, employees and agents of Corporation

to such extent and to such effect as the Board ofDirectors shall determine to be appropriate and authorized by Delawe Levi.

(d) The Corporation shall have power to purchase and maintain
insurance on behalfofany person who Is or was a director, officer, employee or agent ofthe Corporation, or Is or was serving at the request of the Costio

a director, officer, employee or agent ofanother corporation, pupJo4 venture, trust or other enterpuse against any expense, liabiltty or lo

such peisun in any such capacity or arising out ofhis status as ucetbcxt

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not the Copora1ion would have the power to hidCnnf1,’ him against such liability under Delaware Law.

(a) The tights and authotityco dinthIsSectiou603 shall notbe exclusive of any other right which any penou may otherwise have or hereafter acquire.
(I) Neither the a1teratlon, amendment, repeal or reoissióp ofthis Section

nor the adoption ofany proviaion ofthis. Cartlàate ofIucozpoiation or the bylaws ofthe Corpóratton, nor, to the Mleàt extent permitted by Delaware Law, any modification oflaw, shall dllminate or reduce the effect ofthis Section 6.03 in respect ofany acts or omissions occurring prior to such alteration, amendment, repeal, recisslon, adoption or tnodicat&on.
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AKTICLE7

SEcrtoN 7.01. Section 203 afDelawgre The Corporation hereby Olfttz not to be governed by Section 203 ofDelaware Law

S ARTICLES

SEcrzoN 8.0 1. ReIationr11p With Roche. n autioipaifon that the Cozporatloa will cease to be a wholly owned subsldlaiy ofche Holdings, Inc., but that Roche (as defined in Section 105) rnaiiz a stocitholdar o(the Corporation, and In anttcipatio that the Coiporetion (as defined In Section 8.05) and Roche may engage!A the same or shnflr acdvides or lines ofbusiness and have an Interest in the same areas ofcoiporate opportunities, and in recognition of

. . (I) the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with Roche Cinoluding.service of oMoers and directors ofRoche as dimtOrs ofthat Corporation) and (ii) the djftIct4ttee attendant to any director, who desires and endeavors fWly to satisfy such rcctor’ç fiery duties, in determining the fdH scope ofsuch duties in any particular situation, the provisions ofthis Article 8 are set forth to regulate, and guide the conduct ofcertam affairs ofthe Corporation as they may Roche and its officeng and d1rcctor, and the powers, tights, dudesi

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ofthe Corporation and’its offfcers, directors and stocIcholdez in connection therewith,

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SE=ON &02. Similar Business 4crlvWss. Except as Roche 1ióldings,
Inc.. may otherwise agree In writing,

(a) Roche shall nor have a duty to reftain fcm engaging directly or
indirectly in the same or similar business activities or lines ofbusiness as the Corporation, and

(b) neither Roche not any officer or director thereofshall be liable to the Corporation or its stockholders for breach ofany fiduciary duty by reason ofany such activities ofRoche or of such person’s participation therein.

In the event that Roche acquires knowledge ofa potential transaction or
matter that may be a corporate opportunity for both Roche and the Corporation, Roche shall have no duty to communicate or offer such coiporeta opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder ofthe Corporation or controlling person ofa stockholder by reason ofthe Ihat that Roche pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person or entity, or does not communicate information regarding, or offer, such corporate opportunity to the Corporation.

SECTION 9.03. Corporate Opporiunulies. In the event that a director,
officer or employee ofthe Corporation who is also a director, officer or employee ofRoche acquires knowledge ofa potential transaction or matter that may be a corporate opportunity for the Corporation end Roche (whether such potential transaction or matter is proposed by a third-parry or is conceived ofby such director, otticer or employee ofthe Corporation), such director, officer or employee shall be iatitled to offer such corporate opportunity to the Coporation or Roche as such director, officer or employee deems approptiate under the circumstances in his sole discretion, and no such director, officer or employee shalt be liable to the Corporation or Its stockholders for breach ofany fiduciary duty or duty ofloyalty or failure to act in (or not opposed to) the best interests of the Corporation or the derivation ofany improperpersonal benefit by reason of the fact that (t) such director, officer or employee offered such corporate opportunity to Roche (rather than the Corporation) or did not communicate formation regarding such corporate opportunity to the Corporation or (ii) Roche pursues or acquires such corporate opportunity for itself
opportunity to another person or does not communicate I
such corporate opportunity to the Corporation.

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SEcnoN 8.04. Deemed ConeensoJ&ocltholderx. Any person or entity purchasing or othewlse scqwring any interest in any shares of capital stack ofthe Corporation shall be deemed to have notice ofand to have consented to the provisions ofthis Article 8..

SEcTIOW SOS. Definlr1oMv. For purposes ofthis Article S and Ailicle 9
only, (i) the temi "Corporatioa" shall mean the Corporation and all corporations, partnerships, joint ventures, associations and other entitle; In which the Corporation beneficially owns (directl)’ or Indirectly) fifty percent or more ofthe outstanding voting stock, voting power or similar voting In crests, and (ii) the term "Roche" shall nacan Roche Holdings, Inc. and all "orations, partnerships, Joint ventures, associations and other entities (other than the Corporation, defined in accordance v’Lth clause (I) ofthis Section 8.05) that are "afliliates" (as defined in Rule 2b-2 under the Securities Exchange Act of 1034, as amended) ofRoche Holdings, Inc.

SECTION 8.06 Termmotion:.8btd?n:4cL Notwithstanding anything in
this Certicate ofIncorporation to the contrary, the foregoing provisions ofthis Article S shall expire on the date that Roche ceases to own beneficially Common Stock representing at least 5% ofthe number of outstanding shares ofCommon Stock ofthe Corporation and no person who Is a.director or officer ofthe Corporation is also a director or officer ofRoche. Neithersuch eipiration, northe alteration, amendment, change or repeal ofany provision ofthis Article 8 northe adoption ofany provision ofthis Amended and Restated Certificate of Incorporation inconsistent with any provision ofthis ArtIcle 8 shall eliminate or reduce the effect ofthis Article 8 in respect ofany,matter occurring, or any cause of action, suit or claim that, but for this Article 8, would accrue or arise, prior to such expiration, alteration, amendment, repeal or adoptfou.

SEcTIoN 8.07. ArIck 9. The provisions of this Article 8 are in addition, to
the provisions of Article 9.

ARTICLE 9

S8cTjo?.i 9.01. Contraeo Not Void, No contract, agreement, arrangement
or transaction (or any amendment, modification or tennlnation thereof) between the Ccnporation and locb.c shall be void or voidable solely for the reason that.. Roche is a parry thereto, or solely because any directors or officers ofthe CorporatIon who are affiliated with Roche are present at Or participate01, in the

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meeting of the Board ofDirectors or committee thereof wbi6i2 authetizes the Contract agreement, arrangement, transaction, amendment, modification or termination or solely because his or their votes are counted for such purpose, but any such contract, agreement, auangcment or transaction (or any amendment, modification or termination thereof) shaLl be governed by the provisions ofthis Amended and Restated Cerrifleate ofthcorporation, the Corporation’s Bylaws, Delaware Law and other applicable Law. For purposes ofthis Article 9, the tams the ’Corporation" and "Roehe" have the meanings set fbrth in Section 8.0$

SacrioN 9.02. Directors ofthe Corporation who are also
directors or officers of Roche may be counted in determining the presence of

a

quorum at

a meeting of the Board of Directors or of

a committee that authorizes

or approves any such contract, agreement, arrangement or transaction (or
amendment, modification or urmination thereof). Outstanding shares of Common
Stook owned by Roche may be counted in determining the presence of

a quorum
at

a meeting ofstockholders that authorizes or approves any such contract,
, agreement, arrangement or transaction (or amendment, modification or termination thereof).

SEcnoN 9.03. Are Liability For GoodFaith Actions. Neither Roche iior
any officer or director thereofshall be liable to the Cotporatlon or its s,ckbo)dcrs
for breach ofany Lidtoiery duty or duty of loyalty or failure to act in (or not
opposed to) the best interests of the Crporation or the derivation ofany improper
personal benefit by reason ofthe fact that Roche or an officer ofdirector thereof lit good faith takes any action or exercises any rights or gives or withholds any consent in connection with any agreement or contract be WCCfl Roche and the Corporation. No vote east or other action taken by any person who is an officer, director or other representative ofRoche, which vote is cast or action is taken by such personn his capacity as

a director ofthis Corporation, shall constitute an
action of or the exercise of

aright by or
a consent ofRoche for the purpose ofany such agreement Or contract.
SECTION 9.04. DeemedConsent by Stockholders. Any parson or entity purchasing or otherwise acquiring any interest in any shares of capital stock ofthe Corporation shall be deemed to have notice of and to have consented to the provisions ofthis Article. 9.

SECrJON 9.05. Contracts Covered. For purposes of this Article 9, any
contzct, agreement, arrangement or transaction with the Corporation or any corporation, partnership, joint venture, association or other entfty in which the Co,mtion beneficially owns (directly orindircr1y) f1frj
outstanding voting stock, voting power or similir voting

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to be

a contract, agreement, arrangement or transaction

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prefrenciales, por un valor do $0.02 por acción ("Acciôn Preferenciar). Trecientos millones (300,000,000) de acciones serªn designadas acciones comunes, por un valor do $0.02 por acción ("Acción ComUn"). La acciOn comOn de la CorporaciOn serÆ toda deuna misma clase,

(b) El nimero de acciones autorizadas do cualquier clase a clases de acciones puede incrementarse o disminuirse (pero no par debajo del nUmero del nUmero do acciones do las mismas quo en su momenta estØn vigentes) par el vote afirmativo do una mayoria con poder de votaciOn do las acciones vigentes de la CorporaciOn con derecho a votar par La misma independiente do las consideraciones do la $ecciôn 242(b)(2) do la Ley de Delaware.

SECCION 4.02. /4cci6n ComOn. (a) Emisiôn y ConsideraciOn. Cualquier acciOn sin emitir a del tØsoro del las Acciones Comunes puede emitirse para tal consideraciôn coma pueda farse do acuerdo con la Icy aplicable cada cierto tiempo por la Junta Directiva.

(b) Dividendos. Sujeto a los derechos de los accionistas de las Acciones Preferenciales, los accionistas de Acciones Comunes deberÆntener el derecho a recibir, cuando y como se declare por la Junta Directiva, de los activos do La Corporaciôn los cuales estÆn disponiblespara ella por Icy, dividendos pagables ya sea en dinero, propiedad, o acciones y los accionistas do la AcciOn Preferencial no tendrÆn derecho a participar en tales dividendos (a menos quo la Junta Directiva determine Ia contrarlo en cualquierresolucion quo condiciona la emisión de una serie de Acciones Preferenciales).

SECCION 4.03. AcolOn Preferencial

(a) Series y Limites do Variaciones entre Series.
em.itida a del tesoro do las Acciones Preferenciales pued
tiempo en una a mâs series para tal consideraciOn coma
cierto tiempo par la Junta Directiva. Antes de quØ so emitai
Acciones Preferenciales de cuaiquier sere particular, so deberÆ presentar un certificado ante el Secretarlo do Estado do Delaware estableciendo las designaciones, derechos, privilegios, restricciones, y condiciones quo Iran anexas a las Acciones Preferenciales de tal serie y tales otras cuestiones coma puedan requerirse, y La Junta Directiva deberÆ fijar y determinar, y por la presente estÆ expresamente autorizada para fijar y determinar, en la forma provista par la ley, Los

los derechos relatives do prioiidad, do haber, do pago de acciones de esa serie;y

(viii) cualquier otro derecho relativo, preferencia y llmitación de tal
serie.

ARTICULO 5

SECCION 5.01. Enmiondas a los estatutos por los Direcfores. (a) En adiciOn y no limitando Los poderes conferidos per estatutos, La Junta Directiva esta expresamente autorizada para hacer, alterar, enmendar, rechazar y rescindir Los estatutos de la Corporación, sujetos a Las secciones 5,01(b) y 5.01(c) a coritinuación,

(b) Las secciones 202, 3.02, 3.03(a), 3.04, 3.05, 3.14 y 5.06 de los estatutos solo pueden alterarse, enmendarse, repelerse, o rescindirse por el veto afirmativo do los accionistas de capital con derecho a votar las mismas que representen mÆs del60% do las acciones con derecho a votar lasmismas.

(c) Las secciones 3.03(c) y 3.15 do los estatutos solo pueden ser alteradas, enmendadas, repelidas, o rescindidas por to vote afirmativo de los accionistas de capital con derecho a votar las mismas quo representen mÆs del 90% do las acciones con derecho a votar las mismas.

SECCION 5.02. Enmnda do! Cedificado do Incorporación. La sección
5.01 (b) de este Certificado do lncorporaciôn solo puede ser alterada, enmendada, repelicla, o rescindida per el vote afirmativo do Los accionistas do q on derecho a voto sobre la misma quo representen a mas del 60%

::: La

: r ;: : alterarse, ell 0. rescindirse pot el voto afirmativo do los accionistas de
La misma quo representen mÆs del 90% do las acciones’n.a misma.

SECCION 6.01. EIección del Directorio por los Accionistas do AcciOn PreferenciaL Durante cualquier periodo cuando los accionistas de cualquier

acción preferencial cualquiera de una o mÆs series de las mismas, que voten como una clase, tengan derecho a elegir un nCmero especifico de directores, por razón a atrasos en los dividendos u otras condiciones que las dan el derecho a hacerlo, entonces y durante el tiempo qua continue el derecho (i) el nümero do directores autorizado de otro modo serÆ incrementadopor tat nimero de directores especificado, y los accionistas do tales Acciones Preferenciales a tales series de las mismas, qua votan como una clase, tendrÆn derecho a elegir los directores adicionales para Jo qua so provee, de acuerdo con las condiciones de tales Acciones Preferenciales o series; (ii) cada uno de tales directores adkonaJes servirÆ durante taltermino, y tendrÆtales poderes de voto, como se han do otorgar en las prOvisiones.pertinentes a tales Acciones Preferenciales a series; y (iii) siempre que los accionistas de cualquiera de tales Acciones Preferenciales a series do las mismas estÆn desprovistos de tales derechos a elegir un ntmero especifico do directores, votando como clase, do acuerdo con las condiciones de tales Acciones preferenciales o series, los tØrminos de oficio de todos los directores elegidos por los accionistas do tales Acciones preferenciales a series, qua votan como clase, de acuerdo con las óondiciones o elegidos para Henar cualquier vacante resultante do ía muerte, renuncia a remoción do directores asi elegidos par los accionistas de tales Acciones Preferenciales o series, terminarÆn en adelante y of nQmero autorizado de diectores serÆreducido en concordancia.

SECCION 6.02. VotacIones. Las elecciones de directores en una reuniOn
anual o especial do accionistas necesaria no serÆn por votosescritos a menos que los estatutos do la CorporaciOn digan Jo contrario

SECCION 6.03. EliminaciOn do cierta responsabilidad personal do los directores. (a) Un director do la Corpo.racion no serÆ responsable ante la CorporaciOn a sus accionistas par daæos monetarios por violaciOn:l deber

fiduciario como director hasta donde Jo permita Ia Ley do Delaware ’ i...;,:..

(b) Cada persona (y sus herederos, ejecutores.: ’’. persona) quieri fue o as una parte a esta amenazado de ser part a est
involucrado en cualquier accion, demanda o proceso amenazado, pe nte, o completado, ya sea civil, ctiminal, administrativo a invstigMivo por.- z del hecho do que esa persona es a fue un director de la Corporaci5a es o estaba sirviendo par solicitud de Ia Corporación como un director de otra corporaciôn, sociedad, sociedad de riesgo compartido, fideicomiso u otra empresa, serÆ indemnizado y completamente protegido par la CorporaciOn hasta donde Jo

ARTICULO.8

SECCION 8.01. RelaciOn con Roche. AnticipÆndosea que la Corporación
cese de ser un subsidiaria completamente de propiedad de Roche Holdings Inc., pero que Roche (coma se define en la sección 8.05) permanezca siendo un ä ccionista de ’la Corporaciôn, y anticipÆndose a que la Corporación (coma se define en la Sección 8.05) y Roche puede entrar en actividades a Ilneas de negocios semejantes o similares y tener un interØs en las mismas areas. de oportunidades corporativas, y en reconocimiento de (I) los beneficios a ser derivados par la Corporación a travØs do sus relaciones contractuales, corporativas y de negocios con Roche (inctuyendo el serviclo de funcionarios y directores de Roche corno directores de la CorporaciOn) y (ii) las dificultades concomitantes a cualquier director, quien desea y se propone satisfacer completamente tales deberes fiduciarios del director, al determinar el alcance completo de tales deberes en cualquier situaciôn particular, las condiciones do este articulos 8 se establecen Para regular, definir y guiar la conducta do ciertas cuestiones de la Corporaciônya que pueden involucrar a Roche y sus funcionaros y directores, y los poderes, derechos, deberes y responsabilidades do la Corporaciôn y sus funcionarios, directores y accionistas en conexióncon Øste.

SECCION 8.02. Actividades en Negocios Similares. Excepto que Roche Holdings, Inc. pueda de otra forma acordarlo par escrito,

(a) Roche no tendra el deber de abstenerse do entrar directamente a indirectarnente en actividades do negocios o lineas do negocios semejantes a similares a (as de la Corporación, y

(b) ni Roche ni ninguno de sus funcionarios o director de la m
responsable a la Corporación a sus accionistas por violar cualquier deDe
por razon de alguna de tales actividades de Roche a de Iaparticipa
persona en las mismas -

En el evento quo Roche adquiera conocimientos dØuh trn7-7 Oh;o materia potencial que pueda ser una oportunidad corporativa tanto paa ache como Para la Corporación, Roche no tendrÆel deber de Æomuniar.u ofrecer tat oportunidad corporativa a la Corporaciôn y no serÆ responsabie ante la Corporación a sus accionistas par violar ningün deber fiduciarlo coma accionista de la Corporación a Ia persona qua controla a un accionista por razóndel hacho

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que Roche prosigue a adquiere tat oportunidad corporativa para si misma, dirige tat oportunidad corporativa a otra persona ’o entidad, o no comunica información respecto, u ofrece, tat oportunidad corporativa a la Corporación.

SECCION 8.03. Oportunidades Corporativas. En el evento que un director, funcionario o empleado de la CorporaciOri quien tamblØn es director, funcionario a empleado de Roche adqutera conocimiento de una transacción a materia potencial que pueda ser una oportunidad corporativa para la Corporaciön y Roche (ya se si esta transacción o materia potenciat es propuesta por un tercero o es concebida par tat director, funcionario o empleado de Ia Corporaciôn o no), tat director, funcionario o empleado debe tener el derecho a ofrecer tat oportunidad corporativa a la Corporación a Roche coma tat funcionario a empleado los considere apropiado baja las circunstancias de su dlscreciôn, y tat direOtor, funcionario o empleado no serÆ responsabte a la CorporaciOn o sus accionistas par violar ningUn deber fiduciarlo o deber de lealtad a faltar en actuar en (o no oponerse a) los mejores intereses de la Corporación o la derivación de ningün beneficio personal inapropiado par razOn del hecho que (i) tat director, funcionario a empleado ofreció tat oportunidad corporativa a Roche (en lugar de a la Corporaciôn) b no comunicô informaciOn respecto a tat oportunidad corporativa a la Corporaciôn o (ii) Roche busca o adquiere tat oportunidad corporativa para si misma a dirige tat oportunidad corporativa a otra persona a no comunica información respecto a tat oportunidad corporativa a la Corporación.

SECCION 8.04. Consentirnientci estimado de los accionistas. Se considerarÆ que cuatquierpersona a entidad que compreo de otro modo adquiera algün interØs en cualquiera de las acciones de capital de la Corporación ha tenido noticia a ha estado de acuerdo con las condiciones de este Articulo 8.

SECCION 8.05, Definiciones, Para prop6sitos de este
Articulo 9 solamente, (I) el tØrmino "Corporación" debe
todas las corporaciones, sociedades, sociedades de I
entidades en las cuales-la CorporaciOn posee
indirectamente) cincuenta par ciento a mÆs de las acc
voto o intereses de vote sirnilares, y (ii) et tØrmino "Roche" derarRoche Holdings, Inc y todas las corporaciories, sociedades, sociedàe de riesgo compartido, asociaciones y otras entidades (diferentes a la CorporaciOn, definida de acuerdo con la clÆusula (I) de estasecciOn 8.05) que son "afihiados" (como se

define en la Regla 12b-2 bajo el Acta do lntercambio de Valores do 1934, como so enmendô) de Roche Holdings, Inc.

SECCION 8.06, Finalizaciôn: Efecto Obligante. Son consideración con nada en este Certificado de tncorporación quo Ia contradiga, las ’ condiciones anteriores do este Articulo 8 deberÆn expirar en la fecha qUer Roche cese de poseer con beneficios Acciones Cornunes quo representen al. menos 5% del nümero do acciones vigentes do las Acciones Comunes do la Corporckn y nadie quo se direôtor a funcionarlo do la Corporacion sea tambiØn director o funcfonario do Roche. NU tal vencimiento, ni Ia alteraciôn, enmienda, camblo.o rechazo do alguna do las condiciones do este Articulo 8 as[ coma tampoco ninguna condición do este Certificado do lncorporaciOn. Enrnendado y Vuelto a Redactar inconsistente con alguna do las condiciones de este Articulo 8 ehrninarÆ0 reducirÆ el efecto do este Articulo 8 respŁctO a: cualquier materia,.0; cualquier cÆusa do acción, demnda a reclamo que, excepto par este Articulo 8, pueda acaecer a surgir, antes de vencimiento, afteraciOn, enmienda a adopciOn.

SECCION 8.07. Articulo 9. Las condiciones de este Articulo son adicionales. ’a las condiciones del Articulo 9.

. . ARTICULO9

SECCION 9.01. Contratos no miles. Ningcrn contrato, acuerdo, arreglo o transacciOn (o cualquier enmienda, modificaciOn a finalización de los mismos) entre la CorporaciOn y Roche serÆ nulo u anulable solamente por razón de que Roche es parte del mismo, a solamente porque cualquiera de los directores o
S .funcionarios do la CorporaciOn quieneSr estÆnaflliadosa Roche eaten presente
o partcipan en la reunion de la Junta Directiva o comitØ do la misma >
el coritrato, acuerdo, arreglo, transacciOn, enmienda, modificac
solamente poique su a sus votos so cuentan para tat propost#
tal contrato, acuerdo, arreglo o transaccion (o cualquier en
flnahzaciOn del mismo) estarÆgobernado por las condiciones d
lncorporaciOn Enmendado y vuelto a Redactar, los Estatutos
Ley do Delaware y otras byes aplicables Para propósitos do estjioi, los tØrminos "Corporeción" y "Roche" tienen los significados estabbecidos en la SecciOn 8.05. .

autoriza o aprueba cualquiera de tal contrato, acuerdo, arreglo o transacciOn (o cualquier enmienda, modificación o finalizaciôn del m.ismo). Las acciones vigentes de las Acciones Comunes de propiedad de Roche pueden contarse al determinar la, presencia de un quOrum en una reunion de accionistas que autorice o apruebe tal.contrato, acuerdo, arreglo o transacciOn (o cualquier enmienda, mdificaciOn o finalizaciOn del mismo).

SECCION. 9.03. No responsabilldad par acciones de buena fe, Ni Roche ni ningn funcionarlo o director de la misma serÆresponsable ante la CorporaciOn 0 sus accionistas por violar cualquiera de los deberes fiduciarios a deberes de Jealtad o por fallar en actuar en (o no oponerse a) los mejores.intereses de la .CôrporaciOn o por derivaciOn de cualquier beneficlo personal par razOn del hecho que Roche o un funcionarlo a director de la misma de buena fe tome cualquier acciOn o ejerza cualquier derecho o de o retenga cualquier consentimiento en conexlOn con cualquier acuerdo o contrato entre Roche y la CorporaciOn. Ningün voto dada u otra acciOn tomada par cuàiquier persona que es un funcionarlo, director a representantØ de Roche, donde ci voto o acciOn es tornado por tal persona en su capacidad como director de esta CorporaciOn, constituirÆ una .acciOn de el ejercicio de un derecho 0 Ufl consentimiento de Roche parà los propOsitos de cualquiera de tal acuerdo a contrato.

SECCION 9.04. Consentimiento estimado de los accioAistas. So considerarÆque cualquier persona o entidad que compre o do otro modoadquiera algun InterØs en cualquiera de las acciones do capital do la CorporaciOn ha tenido noticia a ha estado do acuerdo con las condiciones de este ArtIculo 9. 4...

SECCION 9.05. Contratos cubiertos. Para propOsitOsd
cualquier contrato, acuerdo, arreglo a transacciOn con la Cqjp
corporaciOn, sociedad, sociedad do nesgo conjunto, aserabI6it
la cual la CorporaciOn posee con beneficio (directa a indireotrn
por ciento a mÆsde las. acciones con voto, poderes de vo’1ho
sirnilares vigentes se considerarÆ un contrato, acuerdo a CorporaciOn.

con la

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(Convention de Za Hays du 5 Octobre 1962)

1. Country: United States of America
This public document:
2. has been signed by Harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4.. bears the seal/stamp of Office of Øcretary of State

5. at Dover, Delaware

6 the twenty-fourth day of May,. A.D. 2005

7. by Secretary of State, Delaware Department of State

9. No. 0254031

9 Seal/Stamp 10 Signature

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CERTIHCADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACION CORREGIDO Y VUELTO A REDACTAR

Genentech, Inc. una corporaciOn organizada y existente bajo y por vIrtud de Ia Ley General de Corporación del Estado de Delaware. -

CERTIFICA POR LA PRESENTE:

PRIMERO: Que en una reunion do Ia Junta Directiva de Genentech, Inc. so adoptaron debidamente resoluciones quo estabiecen una enmienda propuesta del certificado do lncorporaciOn Corregido y vuelto a Redactar do dicha corporaciOn, declarando dicha enmienda coma aconsejable y ilamando a una reunion do accionistas de dicha corporaciOn para consideraciOn do Ia misma. La resolución estabiece Ia enmienda propuesta do Ia siguiente manera:

RESUELVE, quo el Certificado de lncorporación Corregido y vuelto a Redactar de
esta corporaciOn so enmiende cambiando "Ia SecciOn 4.01(a)" del Artloulo alit
numerado "4" tal que, como se enmienda, dicha SecciOn de dicho Articulo se lea
de Ia siguiente manera:

SECCION 4.01. Acciones do Capital. (a) Ia CorporaciOn estª

- 0 autorizada a emitir dos clases do acciones que deben designarse, respectivamente, acciones preferenciales y acciones çomunes. El
nümero total de acciones quo Ia CorporaciOn esta autorizada a emitir
es de setecientos millones (700,000,000) de acciones. Cien millones
(100,000,000) de acciones serÆn designadas acciones
preferenciales, por un valor de $0.02 por acciOn ("Acciôn
Preferencial"). Seiscientos millones (600,000,000) de ac
serÆn designadas acciones comunes, par un valor
accion ("AccIón Comn") La acctOn comun do
toda do una misma clase

SEGUNDO: Quopor Ic tanto, do acuerdo con Ia resotucOn
Ia reuniOn ordinaria de accionistas do dicha corporacon so cond-thdamente
y so sostuvo al ser anunciada de acuerdo con Ia sección 222 de Ia ey General do
- - - CorporaciOn del Estado do Delaware, en donde el nümero riecesarlo de acciones requerido par los estatutos votaron a favor de Ia enmienda. -

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Paoti"t
(Convention de La Raye du 5 Qotobra 1961)
Z. Country: United States of America
This public document:
2. ha been signed by Harriet Sm1t12 Windsor

3. acting in the capacity of Secretary of State of Delaware

4. baaj.-s the seal/stamp of Office of Secretary of State

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Xr HARRIET SMITH WINDSOR, SRCPTJuy OF STATE

OF THE STATE OF

DJWApJ, DO JIEREJ37C CRRTXBT THE. ATTACHED IS A TRUE AND CQRPJZCT Copr OF THE CERTIFICATE OF AND2 OF "G’ENENTECH, INC - ", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A. D. 2004, AT 7:39
O’CLccJc PM. -

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Harriet Smith Windsor Secretary of State AtJTHEJVTICA!Z7IQN: 3900397
DATE: 05--24-05

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rIX 07:39PN 04/16/2004

CERTIFICATE OF THIRD AMENDMEN’JRV, 040281669 211254
OF AMENDED AND RESTATED
CERTIFICATE OF WCORPORATION

Genentech. Inc.,a corpoaiion organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Genentech, Inc. resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meethigof the stockholders of said corporstion for consideration thereof. The resolution setting forth the proposed anreudm.ent is as follows;

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended by changing "Section 4,01(a)" ofthe Article thereof numbered "4" so that, as amended,
said Section of said Article shall be and read as follows;

ttion 4.01. Cap ta1 Stock. (a) The Corporation is authorized to isauo t’ocIaises of toek to be
desin*te, repecthely, praerred stock altd common tnek, 11e total number f sharer hi"J)
CorpoUon is authorized toissue lstheebIWon one hundred miJUon (3,1OQ,0000OO) tres. Que.hundred
mH0(l0O,0OO.000) ahares shall:b aosinMed ptefcn-ed stotk, par value $0.02 per ltore ("?reerred
I , Stoo")..Thei billion (,000,10(O,0fi) shares shalt be designated cor ion st(ck, par vehe002 per shnre
("Conrnion Stock), common stock of the Corporation shall be nil of one class,

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the regular meeting
of the stockholders of said corporation was duly called and held upon Ilotice in aceordwice with
Section 222 of the General Corporation Law of the State of D&aWUI atWhldh meeting the
necessary number of shares as required by statute were voted in favor OF the airtcn4nient.

THIRD: That said arnendntent was duly adopted in accordance with the provisions of Section
242 of the General Corporation Law of the State ol-Del aware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said
amendment.

. I NWUNESS WHEREOF, said Genentech, inc. has caused this Third Certificate of Amendment to be signed by Stephen C. Juelsgaard, an Authorized Officer, this 16t11 day of April, 2004.

GENENTECH, INC

Name: Ste uelsgaard
Title: EeL ice President, General Coun
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DeCaware
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE 01 THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY 01 THE CERTIFICATE 01 AMENDMENT OF "GENENTECH, INC. ", FILED IN THIS 0111CR ON THE TENTH DAY OF MAY, A.D. 2001, AT 2:05

O’CLOCK P.M.

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SECRETARY OF STATE
DIVZSZON GF CORPQPJT1ONS
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M YXYł/7iJfi’łł/%M/WZ.ff/X.W/

BY Sandy frjI11r

CERTIFICATE Of AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Genentech, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST; That at a meeting of the Board of Directors of Genentech, Inc. resolutions were duly adopted setting forth a. proposed amendment of the Amended and Restaied Certificate of Iucotporaiion of said corporation, declaring said amendment to b athisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Ctnificate of Incorporation of wis corporation be amended by changing -Section 4.01 (a)" of the Article thereof numbered ’4" so that, as amended, said Scclion of5ai4 ArLii.1c shall be and read as follow:

Section 4.01. Capital Stock. (a) The Corporation is authorizad to issue
two classes of stock to be designated, respectively, prefctYed stock and common
stock. The total number of shares which the Corporation is authorized to issue is
One billion three hundred million (1,300,000,000) shares. One hundred million (100,000,000) shares shall be designated preferred stock, par value $0.02 per
share ("Preferred Stock"). One billion two hundred miUion (1,200,000,000)
shares shalt be designated common stock, par value $0.02 per share (’Common
Stock"). The Common Stock ofthe Corporation shall be all of one cias’;."

SECOND; That thereafter, pursuant to resolution of it.-, Board of Dtrecron, the regular meeting of the stockholders of said corporation was duly called and held upon notice it accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number ofshares as required by statute were voted in favor of the amendment.

T}UR.D: Th&t suid 4mendmerit was duly adopted in accordance with the provisions of Section 2.42 of the General Corporation Law of the State of Delaware.

FOURTH, That the capital of said corporation shall not be reduced under or by reason of said
amendrtient.

IN WITNESS WHEREOF, said Genentech, Inc. has caused this Certificate of Amendment to be signed by Stephen G. J’uelsgaard, an Au;horize4 Officer, this 10th day, of May. Z001

CENENTECI-I,

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CERTIFICADO DE TERCERA.ENIENDA DEL :

4
CERTIFiCADO DE INCORPORACION
CORREGIDO YVUELTOA RDACTAR

:Genentech, Inc. una oorporacl6n organizada. y existente bajo y por virtud de to Ley General de CorporaciOn del Estado de Delaware,

CERTIFICA POR LA PRESENTE:

PRIMERO Qua en una reuniOn de Ia Junta Directiva de Genentech, Inc se adoptaron debidamØnte resotucionØs que establecen una enmienda propuesta del certificado de lncorporaciôn Corregido y vuelto a Redactor de dicha corporaciOn, declarando dicha enmierida corno aconsejable y ilamando a una. reuniOn de. aôcionistas de dicha corpôraciOn para consideraclOn. de. to misma. La resoluciOn establece to enmlenda propUesta de Ia sigulente manera:

RESUELVE, que el Certificado de lncorporación Corregido y vuelto a Redactar do esta corporación.. Se enmiende cambiando "la SecciOn 4.01 (a)" del Articulo alli nurnerado 04"tal que, como se.enmienda, dicha Sección de dicho Articulo se lea
de to siguiente manØra:

 SECCION 4.0.1. Acc/ones de Capital. (a) to CorporaciOn estÆ
. autorizada a emitir, dos closes do acciones quo debØn designarse,
respectivamente, acciones preferenciales..y. acciones comunes. Itl
.. nürnero total do acciones qua to Corporación esta autorizada a ernitir S
es de mil trescientos millones (1,300,000,000) do ac .. Cien millones (100,000,000) de acciones serÆn do ad cOlones
 preferenciales, por un valor de $002 . ("Acción
Preferenclal") Mil doscieritos millones. (1,200,,000) de acciones
serÆn designadas acciones comunes,.por valor $0.02 pg
accrOn ("AccIôn Comiin") La acciOn Un de to
IMQ

toda de una misma close..Al

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SEGUNDO:Que por to tanto, de acuerdo con to resol I .,. QJpta te*

AD

Ia reuniOn ordinaria de accionistas do dicha óorporaciOn se . 1re e .y se Sostuvo at ser anunciada de acuerdo con to secciOn 222 do to Le r de CorporaciOndel Estado do Delaware., endonde el nürnero necesario de acciones requerido por los estatutos votarori a favor de to enmierida. ..

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(Convention de La Haye du.5 Otobz’e 191)

1. Country: United States of Aineca

This public document.,
2, has been -by harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4. bears the soa1/taip of Office of Secretary of State

H

5. at Dover, Delaware
H

the twenty-fourth day of May, A.D. 2005

7. by Secretary of State, Delaware Department of State

9 No, 0254032

9. Seal/Stamp: Signature:

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,Z 02224 - 2112549
BY Bandy Miller -

CERTIFICATE Of AMENDMENT -
OF AMENDED AND R.BSThTED
CERTIFICATE OF INCORPORATION

Genentec1, mw. at corporation organized and existing under and by vinuz at, the General
Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY

FIRST: That at a meeting of the Board of Directors of Genentech, Inc. resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling.a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Cez’tit’icate of Incorporation at tais corporation be amended by changing"Section 4A)1(ay’ of.the Article thereof numbered "4" so that, as amended, said Section ot’aid Artik shall bowid mad as follow:

"Section 4.01. capital.Szock. (a) The Corporation is authori23d to issue
two classes of stock to be designated, respectively, preferred stock and common
stock. The total number of shares which the Corporation is authorized to issue is
one billion three hundred million (1300,000,000) shares. One hundred million (100,000,000) shares. shall be designated preferred stock,, par value $0.02 per
share ("PreferTed Stock"). One billion two hundred miUlcri (1,200,000,000)
shares shalt be designated common stock, par value’ $0.02 per share ("Common
Stock"). The Common Stock ofthe Corporation shall be all of one cJas’."

SECOND;. That thereafter, pursuant to resolution of it Board of Directors, the regular meeting
ofthe stockholders of said corporation was duly called and heLd upon notice in accordance with
Section 222 of the General Corporation Law of the State of Dclaware at which meeting the
necessary number ofshares as required by statute were voted in favor of the amendment.

Tl’IIR.D: That.uid 4rnendmenr was duly adopted in accordance with the provisions of Section
242 ofthe General Corporation Law of the State of Delaware.

S FOURTH-, That the capinil of ’odd corporation shall not be reduced under or by reason of said

amendment. ..

IN WITNESS WHEREOF, said Cenentecfl, Inc. has caused this Certificate of Amendment. to be
signed by Stephen G. Juelsgaard, an Authorized Officer, this.]Otb day of May, Z001.

 CENENTECH, INC.

By:
Name: Stephen 0. Juelsgaaz-
Title; Senior Vice President,Genii
and Secretary
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