

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CTI BIOPHARMA CORP.", A WASHINGTON CORPORATION,  
WITH AND INTO "CTI BIOPHARMA CORP." UNDER THE NAME OF "CTI BIOPHARMA CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2018, AT 2:07 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2018 AT 4 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

6662609 8100M  
SR# 20180462343

Authentication: 202026510  
Date: 01-24-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:07 PM 01/24/2018  
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SR 20180462343 - File Number 6662609

**CERTIFICATE OF MERGER  
OF  
CTI BIOPHARMA CORP.  
INTO  
CTI BIOPHARMA CORP.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the *DGCL*), the undersigned corporation executed the following Certificate of Merger.

1. The name of each constituent corporation is CTI BioPharma Corp., a Washington corporation, and CTI BioPharma Corp., a Delaware corporation.
2. The Agreement and Plan of Merger by and between CTI BioPharma Corp. and CTI BioPharma Corp. (the *Merger Agreement*) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
3. The name of the surviving corporation is CTI BioPharma Corp., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The merger is to become effective at 4:00 p.m. Eastern Standard Time on the date hereof.
6. The Merger Agreement is on file at 3101 Western Avenue, Suite 800, Seattle, WA 98121, the place of business of the surviving corporation.
7. A copy of the Merger Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.
8. The authorized stock of the surviving Delaware corporation is 81,533,333, including 81,500,000 shares of common stock, par value \$0.001 per share, and 33,333 shares of preferred stock, par value \$0.001 per share, of which 575 shall initially be designated as the Series N Preferred Stock and 10,000 shall initially be designated as the Series ZZ Junior Participating Cumulative Preferred Stock. The authorized stock of the non-surviving Washington corporation is 81,533,333, including 81,500,000 shares of common stock, no par value, and 33,333 shares of preferred stock, no par value, of which 25,333 shares are designated as the Series N Preferred Stock and 8,000 shares are designated as the Series ZZ Junior Participating Cumulative Preferred Stock.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer, the 24th of January, 2018.

**CTI BIOPHARMA CORP.**

DocuSigned by:  
By: *David Kirske*  
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Name: David Kirske  
Title: Chief Financial Officer