

10-30-2000

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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office


101499289

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

1. Name of conveying party(ies):
 Integrated Systems, Inc. 9-25-00

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-California
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) 

Name: Wind River Systems, Inc.

Internal Address: _____ **09-25-2000**
U.S. Patent & TMO/c/TM Mail Rpt Dt. #58

Street Address: 500 Wind River Way

City Alameda State CA ZIP 94501

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 15, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) NONE

B. Trademark registration No.(s) 1,615,292

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

PENNIE & EDMONDS LLP
 3300 Hillview Avenue
 Palo Alto, California 94304

Attn.: Gary S. Williams

File No.: 009780-0061-999

6. Total number of applications and registrations involved: ?


7. Total fee (37 CFR 3.41):.....\$ 40.00
 Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

DO NOT USE THIS SPACE

9. Statement and signature.

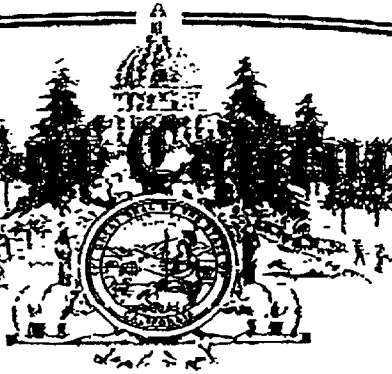
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gary S. Williams  Sept. 25, 2000
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 18

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignment
 Washington, D.C. 20231

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 22 2003



Bill Jones

Secretary of State

FEB 15 2000

AGREEMENT OF MERGER

BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER ("Merger Agreement") is made and entered into as of February **15**, 2000, by and among **INTEGRATED SYSTEMS, INC.**, a California corporation (the "Company" or the "Surviving Corporation"), and **UNIVERSITY ACQUISITION CORP.**, a Delaware corporation ("Merger Sub"); the Company and Merger Sub are sometimes jointly referred to herein as the "Constituent Corporations").

RECITALS

WHEREAS, Wind River Systems, Inc., a Delaware corporation ("Parent"), the Company and Merger Sub have entered into an Agreement and Plan of Merger and Reorganization dated as of October 21, 1999 (the "Reorganization Agreement"); and

WHEREAS, all the shares of Company Common Stock (as defined below) outstanding immediately prior to the Merger (as defined below) will convert into the right to receive common stock of Parent as described below.

INTENDING TO BE LEGALLY BOUND, and in consideration of the premises and material covenants and agreements contained herein, the Constituent Corporations hereby agree as follows:

ARTICLE I

THE MERGER

1.1 Merger of Merger Sub With and Into the Company.

(a) Agreement to Acquire the Company. Subject to the terms of this Merger Agreement, the Company shall be acquired by Parent through a merger of Merger Sub (a wholly owned subsidiary of Parent) with and into the Company (the "Merger"). As used herein, the term "Parent Common Stock" shall mean the Common Stock, par value \$.001 per share, of Parent, and the term "Closing" shall mean the closing of the Merger pursuant to the Reorganization Agreement.

(b) Effective Time of the Merger. The Merger shall become effective at such time (the "Effective Time") as this Merger Agreement and Officers' Certificates of each Constituent Corporation are filed with the Secretary of State of the State of California pursuant to Section 1103 of the California General Corporation Law.

(c) Surviving Corporation. At the Effective Time of the Merger, Merger Sub shall be merged with and into the Company and the separate corporate existence of Merger Sub shall cease. The Company shall be the Surviving Corporation in the Merger, and all of the property, rights, privileges, powers, and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and duties of the Surviving Corporation and shall continue unaffected and unimpaired by the Merger.

1.2 Effect of the Merger. The Merger shall have the effects set forth in Section 1107 of the California General Corporation Law.

ARTICLE 2

THE CONSTITUENT CORPORATIONS

2.1 Organization of the Company.

(a) Incorporation. The Company was incorporated under the laws of the State of California on February 27, 1980.

(b) Authorized Stock. The Company is authorized to issue an aggregate of 55,000,000 shares, of which 50,000,000 shares are Common Stock ("Company Common Stock"), and 5,000,000 shares are Preferred Stock ("Company Preferred Stock").

(c) Outstanding Stock. As of the record date for purposes of voting on the Merger, 24,256,570 shares of Company Common Stock were outstanding and no shares of Company Preferred Stock were outstanding.

2.2 Organization of Merger Sub.

(a) Incorporation. Merger Sub was incorporated under the laws of the State of Delaware on October 5, 1999.

(b) Authorized Stock. Merger Sub is authorized to issue an aggregate of 1,000 shares of Common Stock, par value (\$0.001) per share ("Subsidiary Stock").

(c) Outstanding Stock. On the date hereof, an aggregate of 100 shares of Subsidiary Stock are outstanding.

ARTICLE 3

ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

3.1 Amendment of Company's Articles of Incorporation. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as set forth in Exhibit A hereto.

ARTICLE 4

EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS; EXCHANGE OF CERTIFICATES

4.1 Conversion of Shares.

(a) At the Effective Time, by virtue of the Merger and without any further action on the part of Parent, Merger Sub, the Company or any shareholder of the Company:

(i) each share of Company Common Stock outstanding immediately prior to the Effective Time shall be converted into the right to receive 0.92 of a share of Parent Common Stock; and

(ii) each share of Subsidiary Stock outstanding immediately prior to the Effective Time shall be converted into one share of common stock of the Surviving Corporation.

(b) If any shares of Company Common Stock outstanding immediately prior to the Effective Time are unvested or are subject to a repurchase option, risk of forfeiture or other condition under any applicable restricted stock purchase agreement or other agreement with the Company or under which the Company has any rights, then the shares of Parent Common Stock issued in exchange for such shares of Company Common Stock will also be unvested and subject to the same repurchase option, risk of forfeiture or other condition, and the certificates representing such shares of Parent Common Stock may accordingly be marked with appropriate legends.

ARTICLE 5

TERMINATION

5.1 Termination by Mutual Agreement. Notwithstanding the approval of this Merger Agreement by the shareholders of the Company, this Merger Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the Boards of Directors of the Constituent Corporations.

5.2 Termination of Reorganization Agreement. Notwithstanding the approval of this Merger Agreement by the shareholders of the Company, this Merger Agreement shall terminate forthwith if the Reorganization Agreement is terminated as provided therein.

5.3 Effects of Termination. In the event of the termination of this Merger Agreement, this Merger Agreement shall become void and there shall be no liability on the part of either Company or Merger Sub or their respective officers or directors, except as otherwise provided in the Reorganization Agreement.

ARTICLE 6

GENERAL PROVISIONS

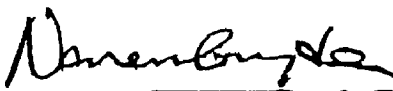
6.1 Amendment. This Merger Agreement may be amended by the parties hereto any time before or after approval hereof by the shareholders of the Company, but after such approval, no amendment shall be made that by law requires the further approval of such shareholders without obtaining such approval. This Merger Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

6.2 Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.


6.3 Governing Law. This Merger Agreement shall be governed by and construed and enforced in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

INTEGRATED SYSTEMS, INC.

By: 
Name: Narendra K. Gupta
Title: Chairman of the Board of Directors and Secretary

and

By: 
Name: Charles M. Boesenberg
Title: President and Chief Executive Officer

UNIVERSITY ACQUISITION CORP.

By: _____
Name: Thomas St. Dennis
Title: President

and

By: _____
Name: Marla Ann Stark
Title: Secretary

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

INTEGRATED SYSTEMS, INC.

By: _____
Name: Narendra K. Gupta
Title: Chairman of the Board of Directors and
Secretary

and

By: _____
Name: Charles M. Boesenberg
Title: President and Chief Executive Officer

UNIVERSITY ACQUISITION CORP.

By: Thomas St. Dennis
Name: Thomas St. Dennis
Title: President

and

By: Marla Ann Stark
Name: Marla Ann Stark
Title: Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTEGRATED SYSTEMS, INC.

I.

The name of this corporation is **INTEGRATED SYSTEMS, INC.**

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000) shares.

IV.

(a) The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its

shareholders through bylaw provisions or through agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

(c) Any repeal or modification of this Article shall only be prospective and shall not affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

OFFICERS' CERTIFICATE
OF
INTEGRATED SYSTEMS, INC.

NARENDRA K. GUPTA, Chairman of the Board of Directors and Secretary, and CHARLES M. BOESENBERG, President and Chief Executive Officer, of INTEGRATED SYSTEMS, INC., a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify that:

1. They are the duly elected, acting and qualified Chairman of the Board of Directors and Secretary, and President and Chief Executive Officer, respectively, of the Corporation.

2. The total number of outstanding shares entitled to vote was 24,256,570 shares of the common stock of the Corporation.

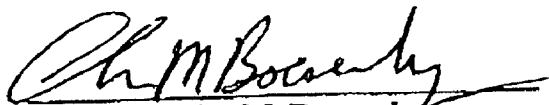
3. The Agreement of Merger in the form attached hereto was duly approved by the board of directors of the Corporation in accordance with the California General Corporation Law.

4. The Agreement of Merger in the form attached hereto was duly approved by the required vote of the shareholders of the Corporation. The total number of outstanding shares of the Corporation voting in favor of the Agreement of Merger equaled or exceeded the vote required. The percentage vote required was a majority of the shares of Common Stock outstanding.

The undersigned declare under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Sunnyvale, California, on February 15, 2000.



Name: Narendra K. Gupta
Title: Chairman of the Board of Directors
and Secretary



Name: Charles M. Boesenberg
Title: President and Chief Executive
Officer

**OFFICERS' CERTIFICATE
OF
UNIVERSITY ACQUISITION CORP.**

THOMAS ST. DENNIS, President, and MARLA ANN STARK, Secretary, of UNIVERSITY ACQUISITION CORP., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that:

1. They are the duly elected, acting and qualified President and Secretary, respectively, of the Corporation.
2. There is only one authorized class of stock, consisting of 1,000 shares of Common Stock, par value \$0.001 per share, and the total number of issued and outstanding shares of Common Stock is 100 shares.
3. The principal terms of the Agreement of Merger in the form attached hereto was approved by the board of directors and the sole stockholder of the Corporation in accordance with the General Corporation Law of the State of Delaware.
4. No vote of the stockholders of Wind River Systems, Inc. (the sole stockholder of the Corporation) was required.

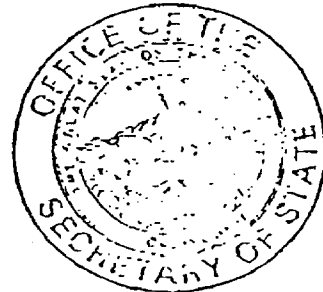
The undersigned declare under penalty of perjury that the statements contained in the foregoing Certificate are true of their own knowledge. Executed in Alameda, California, on February 15, 2000.



THOMAS ST. DENNIS, President



MARLA ANN STARK, Secretary



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UNIVERSITY ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "INTEGRATED SYSTEMS, INC." UNDER THE NAME OF "INTEGRATED SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3177286 8100M

001076771

AUTHENTICATION:

0259886

DATE.

02-16-00

CERTIFICATE OF MERGER

MERGING

UNIVERSITY ACQUISITION CORP.

WITH AND INTO

INTEGRATED SYSTEMS, INC.

Pursuant to Section 252 of the General Corporation Law of
the State of Delaware

Integrated Systems, Inc., a California corporation ("ISI"), does hereby certify as follows:

FIRST: That ISI was incorporated on February 27, 1980, pursuant to the California General Corporation Law (the "California Law"), and University Acquisition Corp. ("Merger Sub") was incorporated on October 5, 1999, pursuant to the Delaware General Corporation Law (the "Delaware Law").

SECOND: That an Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated as of October 21, 1999, among Wind River Systems, Inc., a Delaware corporation, Merger Sub and ISI, setting forth the terms and conditions of the merger of Merger Sub with and into ISI (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware Law.

THIRD: That the surviving corporation (the "Surviving Corporation") shall be ISI, which shall retain the name "Integrated Systems, Inc."

FOURTH: That pursuant to the Reorganization Agreement, from and after the effective time of the Merger, the Articles of Incorporation of ISI shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation and shall be amended in their entirety to read as set forth in Exhibit A attached hereto.

FIFTH: That an executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Integrated Systems, Inc.
201 Moffett Park Drive
Sunnyvale, California 94089

SIXTH: That a copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Surviving Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent for service of process, and a copy of any such process shall be mailed by the Delaware Secretary of State to the Surviving Corporation at :

Integrated Systems, Inc.
201 Moffett Park Drive
Sunnyvale, California 94089

EIGHTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Integrated Systems, Inc. has caused this Certificate of Merger to be executed in its corporate name as of the 15th day of February, 2000.

INTEGRATED SYSTEMS, INC.

By: 
Name: Charles M. Boesenberg
Title: President and Chief Executive Officer

495511 v/LPA

TRADEMARK
REEL: 002163 FRAME: 0594

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTEGRATED SYSTEMS, INC.

I.

The name of this corporation is **INTEGRATED SYSTEMS, INC.**

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000) shares.

IV.

(a) The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its

shareholders through bylaw provisions or through agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

(c) Any repeal or modification of this Article shall only be prospective and shall not affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.