

09-26-2001



TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

101856417

9-18-01

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

MICROWARE SYSTEMS CORPORATION  
an Iowa corporation  
1500 NW 118<sup>th</sup> Street  
Des Moines, Iowa 50325

2. Name and address of receiving party(ies):

RADISYS MICROWARE, INC.  
an Iowa corporation  
1500 NW 118<sup>th</sup> Street  
Des Moines, Iowa 50325

3. Nature of conveyance: Articles of Merger: name change  
Execution Date: August 27, 2001

4. Registration number(s):

A. Serial No.: 75/491,831  
Mark: ARIEL  
Filing Date: May 28, 1998

B. Serial No.: 76/088,049  
Mark: SOFTSTAX  
Filing Date: July 13, 2000

C. Registration No.: 2,359,094  
Mark: MICROWARE (Stylized)  
Reg. Date: June 20, 2000

365E

09/25/2001 6TON11 00000126 75491831

01 FC:481 40.00 DP  
02 FC:482 325.00 DP

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Date: September 18, 2001

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- D. Registration No.: 2,359,095  
Mark: MICROWARE  
Reg. Date: June 20, 2000
- E. Registration No.: 2,423,763  
Mark: MICROWARE (M Logo)  
Reg. Date: January 23, 2001
- F. Registration No.: 2,392,039  
Mark: HAWKEYE  
Reg. Date: October 3, 2000
- G. Serial No.: 75/509,220  
Mark: HAWK  
Filing Date: June 26, 1998
- H. Registration No.: 1,930,656  
Mark: DAVID  
Reg. Date: October 31, 1995
- I. Registration No.: 1,641,113  
Mark: OS-9000  
Reg. Date: April 16, 1991
- J. Registration No.: 1,556,654  
Mark: OS-9  
Reg. Date: September 19, 1989
- K. Registration No.: 1,154,642  
Mark: MICROWARE  
Reg. Date: May 19, 1981
- L. Serial No.: 75/76/088,049  
Mark: HAWK  
Filing Date: July 13, 2000
- M. Registration No.: 1,540,296  
Mark: UNIBRIDGE  
Reg. Date: May 23, 1989
- N. Registration No.: 2,409,751  
Mark: MAUI  
Reg. Date: December 5, 2000

*Express Mail No. EL880718228US*  
*Date: September 18, 2001*

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

Gary W. Glisson  
Stoel Rives LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, Oregon 97204  
(503) 294-9656

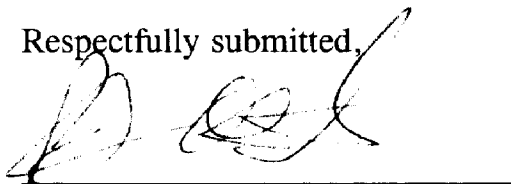
6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$365.00

8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455. A duplicate of this Recordation Cover Sheet is also enclosed.

9. 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.

Respectfully submitted,



Patrick P. Hartigan  
Paralegal

Total number of pages comprising cover sheet and conveyance: 10

Date: September 18, 2001  
STOEL RIVES LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, Oregon 97204-1268  
Telephone: (503) 294-9210  
Attorney Docket No. 62888/25

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*Date: September 18, 2001*

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No. W00286095  
Date: 08/30/2001

## SECRETARY OF STATE

490 DP-000027691

RADISYS MICROWARE COMMUNICATIONS SOFTWARE DIVISION, INC.

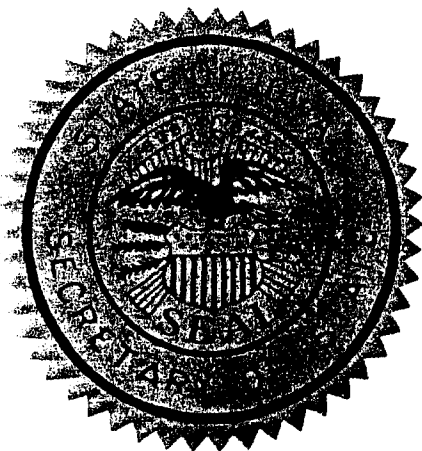
### ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on August 27, 2001, at 11:30 AM, to be effective as of August 27, 2001, at 11:30 AM.

The amount of \$50.00 was received in full payment of the filing fee.



A handwritten signature in cursive script that reads "Chester J. Culver".

CHESTER J. CULVER SECRETARY OF STATE



TRADEMARK

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**ARTICLES OF MERGER**  
of  
**DRAKE MERGER SUB, INC.**  
with and into  
**MICROWARE SYSTEMS CORPORATION**

These Articles of Merger are filed pursuant to Sections 490.1105 of the Iowa Business Corporation Act by Microware Systems Corporation, an Iowa corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger by and among RadiSys Corporation, Drake Merger Sub, Inc. and Microware Systems Corporation dated as of June 29, 2001 (the "Plan") is attached as Exhibit A and incorporated herein by reference.
2. Shareholder approval of the Plan was required. The shareholder vote was as follows:
  - (a) Drake Merger Sub, Inc. ("Drake"):
    - (1) 1,000 shares of common stock were outstanding and entitled to vote on the Plan.
    - (2) 1,000 shares of common stock were voted in favor of the Plan, and 0 shares were voted against the Plan. The number of votes cast for the Plan was sufficient for approval by the common shareholders.
  - (b) Microware Systems Corporation:
    - (1) 19,200,814 shares of common stock were outstanding and entitled to vote on the Plan.
    - (2) 15,908,776.18 shares of common stock were voted in favor of the Plan, and 10,385.000 shares were voted against the Plan. The number of votes cast for the Plan was sufficient for approval by the common shareholders.
3. These Articles of Merger are effective when accepted for filing with the Secretary of State of the State of Iowa.

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Date: September 18, 2001

4. The person to contact about this filing is:

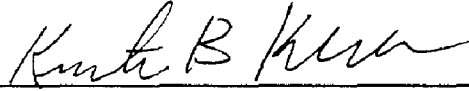
Jason M. Brauser  
Stoel Rives LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, OR 97204-1268  
Telephone: (503) 294-9607

5. As set forth in Section 1.10 of the Plan, at the effective time of the merger, the Articles of Incorporation of Drake (the "Drake Articles") shall be the Articles of Incorporation of the Surviving Corporation, except that Article I of the Drake Articles shall be amended and restated in its entirety to provide that the name of the Surviving Corporation shall be "RadiSys Microwave, Inc." Consistent with Section 1.10 of the Plan, Restated Articles of Incorporation of the Surviving Corporation are attached as Attachment 1.

[SIGNATURE PAGE FOLLOWS]

Date: August 27, 2001

**MICROWARE SYSTEMS CORPORATION**



By: Kenneth B. Kaplan

Its: Chief Executive Officer

**RESTATED ARTICLES OF INCORPORATION  
OF  
RADISYS MICROWARE, INC.**

**ARTICLE I**

Name of Corporation

The name of the corporation is RadiSys Microware, Inc.

**ARTICLE II**

Authorized Stock

The number of shares the corporation is authorized to issue is 1,000 shares of common stock, without par value.

**ARTICLE III**

Registered Office and Registered Agent

The street address of the registered office of the corporation is c/o C T Corporation System, 2222 Grand Avenue, Des Moines, Iowa 50312, and the registered agent at that office is C T Corporation System.

**ARTICLE IV**

Director Liability for Breach of Fiduciary Duty

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, provided that this Article IV shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Iowa Business Corporation Act. No amendment to the Iowa Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

**ARTICLE V**

Indemnification of Officers, Directors, Employees and Agents

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by



reason of the fact that such person is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer or similar manager of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation, and any person who was or is a party or is threatened to be made a party to any such action, suit or proceeding by reason of fact that such person is or was an employee or agent of the corporation or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise may be indemnified by the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in the corporation's favor by reason of the fact that such person is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the corporation. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification pursuant to the first two paragraphs of this Article V (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in the first two paragraphs of this Article V. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or if such a quorum is not obtainable (or, even if obtainable, a quorum of disinterested directors so direct) by independent legal counsel in written opinion, or by the shareholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to

Express Mail No. EL880718228US  
Date: September 18, 2001

repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this Article V.

The indemnification and advancement of expenses provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of shareholders or disinterested director or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this Article V. No amendment or repeal of this Article V shall apply to or have any effect upon the indemnification of any director or officer of the corporation provided herein.

For the purpose of this Article V, all words and phrases used herein shall have the meanings ascribed to them under Section 490.850 of the Code of Iowa (2000).

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Date: September 18, 2001*

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8-27-01

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