

01-02-2002

HEET

ILY

Docket No.:

56232-015 (CPC/TM-5)



101928930

Tab settings

12/26/01

To the Honorable Commissioner of I

the attached original documents or copy thereof.

1. Name of conveying party(ies):

C. P. Clare Corporation

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 21, 2000

2. Name and address of receiver:

Name: Clare, Inc.

Internal Address:

12-26-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #26

Street Address: 78 Cherry Hill Drive

City: Beverly State: MA ZIP: 01915

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,183,564

Additional numbers  Yes  No

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

Name: Toby H. Kusmer

Internal Address: McDermott, Will & Emery

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1133

12/31/2001 LMUELLER 00000073 1183564

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Toby H. Kusmer

Name of Person Signing

Signature

December 21, 2001

Date

Total number of pages including cover sheet, attachments and

TRADE MARK

REEL: 002415 FRAME: 0338

The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

021

ARTICLES OF AMENDMENT  
(General Laws, Chapter 156B, Section 72)

Examiner

Name  
Approved

We, Arthur R. Euckland, \*President / ~~XXXXXX~~

and Harry Andersen, \*Clerk / ~~XXXXXX~~

of C.P. Clare Corporation  
(Exact name of corporation)

located at 78 Cherry Hill Drive, Beverly, MA 01915  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

One (1)  
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 21, 1982 by vote of:

9,173,665 shares of 9,643,013 of Common shares outstanding,  
(type, class & series, if any)

\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding, and  
(type, class & series, if any)

\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding,  
(type, class & series, if any)

- C
- P
- M
- R.A.

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or~~ ~~being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or~~

See attached: Exhibit A

6

5/23/75

\*Delete the inapplicable words. \*\*Delete the inapplicable clause.  
1 For amendments adopted pursuant to Chapter 156B, Section 72.  
2 For amendments adopted pursuant to Chapter 156B, Section 73.  
Note: If the space provided under any article of this form is insufficient, all forms shall be set forth on one side only of separate 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Amendments to more than one article may be made on a single sheet as long as each article receiving such addition is clearly indicated.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Exhibit A  
to Articles of Amendment for C.P. Clare Corporation


VOTED: That the name of the Corporation be changed from C.P. Clare Corporation to Clare, Inc.


1015929.1 lib

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 21<sup>st</sup> day of September, 13 2000.

  
\_\_\_\_\_, \*President / ~~SECRETARY~~,  
Arthur R. Buckland

  
\_\_\_\_\_, \*Clerk / ~~SECRETARY~~,  
Harry Anderson  
*\*Delete the Inapplicable Words.*

**CLARE**  
CORPORATION

78 Cherry Hill Drive  
Beverly, MA 01915-1048  
Tel: 978/524-6700  
Fax: 978/524-4700

February 18, 2000

Brenda Callinan  
25 Cliffwood Lane  
Falmouth, MA 02540

Dear Ms. Callinan,

I am the Director of Marketing for C.P. Clare Corporation, a semiconductor manufacturer based in Beverly, MA. I understand that you were an officer of Clare, Inc., a corporation formed in 1995 but dissolved in 1998.

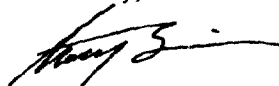
The initials C.P. at the beginning of our name are the initials of our company's founder, who passed away several years ago. We are considering dropping the initials and updating our name to Clare Inc.

I have been told that Massachusetts law specifies that a company continues as a corporate entity for three years after it is dissolved in order to gradually settle and close its business affairs. As a result, during that time another company cannot use the name of the dissolved company without first receiving consent.

I would appreciate it if you would sign this letter to acknowledge your consent to our use of the name Clare Inc., and then return it to me using the enclosed stamped, addressed envelope.

If you have any questions, please call me at 978-524-6915. Thanks very much.

Sincerely,



Stacy Quinn

The undersigned hereby consents, on behalf of Clare, Inc., to the use of the name Clare Inc. or Clare, Inc. by C.P. Clare Corporation.

CLARE, INC.

By: Brenda Callinan

Name: BRENDA CALLINAN  
Title: VICE PRESIDENT

32 Colonial Way  
Falmouth, MA  
02540

# 951251

730300

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$100.00 having been paid, said articles are deemed to have been filed with me this 30<sup>th</sup> day of NOVEMBER 1<sup>st</sup> 2000.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 7/18/01 CLERK AJS

RECORDED  
INDEXED  
NOV 20 2000  
MASSACHUSETTS  
SECRETARY OF THE COMMONWEALTH

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Danielle Gosselin  
Goodwin, Procter & Hoar, LLP  
Exchange Place Boston 02109  
Telephone: 570-1000