

05-16-2002



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID#
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

5-9-02

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger Effective Date
Month Day Year July 8, 1987
- ☐ Change of Name
- ☒ Other: Change of State of Incorporation

Conveying Party

☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year
July 8, 1987

Name Odetics, Inc.

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization California

Receiving Party

☐ Mark if additional names of receiving parties attached

Name Odetics, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1515 S. Manchester Ave.

Address (line 2)

Address (line 3) Anaheim, CA 92802-2907

City State/County Zip

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐
- ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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REEL: 002506 FRAME: 0153

Page 2**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (206) 623-7580

Name Heather Fox

Address (line 1) Preston Gates & Ellis LLP

Address (line 2) 701 Fifth Avenue

Address (line 3) Suite 5000

Address (line 4) Seattle, WA 98104

PagesEnter the total number of pages of the attached conveyance document including any attachments.
12**Trademark Application Number(s) or Registration Number(s)**☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,180,964

Number of Properties

Enter the total number of properties involved # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$40.00

Method of Payment:

Enclosed ☒Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account).

Deposit Account Number: # 162456

Authorization to charge additional fees:

Yes ☒No ☐**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. Charges to deposit account are authorized, as indicated herein.

Heather Fox

Name of Person Signing

Signature

Date Signed

4/26/02

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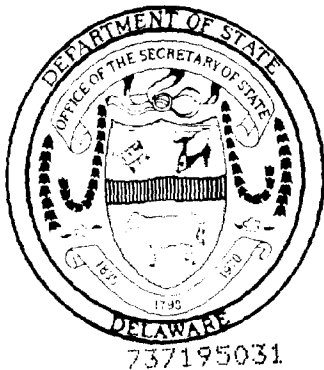
State of Delaware

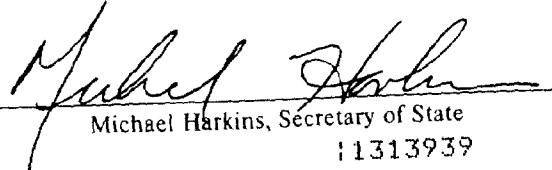


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF ODETICS, INC. FILED
IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 1987, AT 1
O'CLOCK P.M.

| | | | | | | | | |




Michael Harkins, Secretary of State
11313939
AUTHENTICATION: 07/14/1987
DATE:

CERTIFICATE OF INCORPORATION
OF ODETICS, INC.

FIRST: The name of the corporation is Odetics, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH:

1. The total number of shares of stock which the Corporation shall have authority to issue is 22,000,000, consisting of 10,000,000 shares of Class A Common Stock, par value \$.10 per share (the "Class A Common Stock"), 10,000,000 shares of Class B Common Stock, par value \$.10 per share (the "Class B Common Stock"), and 2,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

2. Shares of Preferred Stock may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by resolution of the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereon, as shall be stated in such resolution providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any class or series subsequent to the issuance of shares of that class or series.

3. The Class A Common Stock and Class B Common Stock shall be identical in all respects and shall have equal rights and privileges, except as otherwise provided in this Article Fourth.

The relative rights, preferences, privileges and restrictions on the Class A Common Stock and the Class B Common Stock are as follows:

(a) Dividends. The Class A Common Stock and the Class B Common Stock shall have the same rights to dividends and distributions of the Corporation with the sole exception of common stock dividends paid on common stock. If, at any time, a dividend is to be paid in either Class A Common Stock or Class B Common Stock, such dividend may be paid only as follows:

(1) Class A Common Stock may be paid equally to holders of both Class A Common Stock and Class B Common Stock;

(2) Class B Common Stock may be paid equally to holders of both Class A Common Stock and Class B Common Stock; or

(3) Class A Common Stock may be paid solely to holders of Class A Common Stock and Class B Common Stock may be paid solely to holders of Class B Common Stock;

provided, however, that in the event of any combination or subdivision of either class of common stock, a proportionate combination or subdivision of the other class of common stock is to be made.

(b) Voting. Voting power shall be divided between the classes of common stock as follows:

(1) With respect to the election of directors, holders of Class A Common Stock shall vote as a separate class and be entitled to elect 25% of the authorized number of directors (the "Class A Directors") and, if such 25% is not a whole number, then the holders of Class A Common Stock shall be entitled to elect the nearest higher whole number of directors that is at least 25% of the total number of directors, so long as the number of outstanding shares of Class A Common Stock is at least 10% of the total number of outstanding shares of both classes of common stock. Holders of Class B Common Stock, voting as a separate class, shall be entitled to elect the remaining directors.

If, on the record date for any stockholder meeting at which directors are to be elected, the number of outstanding shares of Class A Common Stock is less than 10% of the total number of outstanding shares of common stock, the holders of Class A Common Stock shall not have the right to elect 25% of the number of the directors, but shall have one-tenth vote per share for all directors and the holders of Class B Common Stock shall have one vote per share for all directors.

If, on the record date for any stockholder meeting at which directors are to be elected, the number of outstanding shares of Class B Common Stock is less than 12-1/2% of the total number of outstanding shares of common stock, then the holders of Class A Common Stock would continue to be entitled to elect a number of directors equal to 25% of the total number of directors constituting the whole Board of Directors and, in addition, would vote together with the holders of Class B Common Stock to elect the remaining directors to be elected at such meeting, with the holders of Class A Common Stock entitled to one-tenth vote per share and the holders of Class B Common Stock entitled to one vote per share.

(2) Holders of Class A Common Stock and holders of Class B Common Stock shall vote as separate classes on such other matters as may be required by law or the Articles of Incorporation to be submitted to such holders for a vote as separate classes.

(3) Any vacancy in the office of a director elected by the holders of the Class A Common Stock may be filled by a vote of such holders voting as a separate class, and any vacancy in the office of a director elected by the holders of the Class B Common Stock may be filled by a vote of such holders voting as a separate class or, in the absence of a stockholder vote, in the case of a vacancy in the office of a director elected by either class, such vacancy may be filled by the remaining directors. Any director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of stockholders and until his or her successor has been elected and has qualified. If permitted by the bylaws of the Corporation (the "Bylaws"), the Board of Directors may increase the number of directors and any vacancy so created may be filled by the Board of Directors, provided that, so long as the holders of the Class A Common Stock have the rights provided in subparagraphs b(1) and b(3) of this Article Fourth with respect to the last preceding annual meeting of stockholders, the Board of Directors may be so increased and any vacancy so created may be filled by the Board of Directors, provided that at least 25% of the enlarged Board of Directors consists of directors

elected by the holders of the Class A Common Stock or by persons appointed to fill vacancies created by the death, resignation or removal of persons elected by the holders of the Class A Common Stock. Directors may be removed without cause only by holders of the class of common stock which elected them; provided, however, the Board of Directors may declare vacant the offices of a director who has been declared of unsound mind by an order of a court or convicted of a felony.

(4) The holders of the Class A Common Stock and Class B Common Stock shall in all matters not specified in subparagraphs b(1), b(2) and b(3) of this Article Fourth vote together as a single class, provided that the holders of the Class A Common Stock shall have one-tenth vote per share and the holders of the Class B Common Stock shall have one vote per share.

(5) Notwithstanding anything in this subparagraph to the contrary, the holders of the Class A Common Stock shall have exclusive voting power on all matters at any time when no shares of Class B Common Stock are issued and outstanding.

(c) Conversion. Each holder of record of Class B Common Stock may at any time, or from time to time, in such holder's sole discretion and at such holder's option, convert any whole number of shares or all of such holder's Class B Common Stock into shares of fully paid and nonassessable Class A Common Stock at the rate of one share of Class A Common Stock for each share of Class B Common Stock surrendered for conversion. Any such conversion may be effected by any holder of Class B Common Stock surrendering such holder's certificate or certificates for the Class B Common Stock to be converted, duly endorsed, at the office of the Corporation or any transfer agent for the Class B Common Stock, together with a written notice to the Corporation at such office that such holder elects to convert all or a specified number of shares of Class B Common Stock and stating the name or names in which such holder desires the certificate or certificates for such Class A Common Stock to be issued. Promptly thereafter, the Corporation shall issue and deliver to such holder, or such holder's nominee or nominees, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made at the close of business on the date of such surrender, and the person or persons entitled to receive the Class A Common Stock issuable on such conversion shall be treated for all purposes as the record holder or holders of such Class A Common Stock on that date.

FIFTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws with the exception that a bylaw specifying or changing a fixed number of directors or the maximum or minimum number of directors or changing from a fixed to a variable board may be adopted only by approval of a majority of the outstanding shares of each class of common stock subject to the terms of Article Fourth, Section 3 hereof; provided, however, that an amendment reducing the number of directors to a number less than five cannot be adopted if the votes cast against its adoption at a meeting, or the shares not consenting in the case of action by written consent, are equal to more than 16-2/3% of the outstanding shares entitled to vote.

SIXTH: Notwithstanding Article Fifth hereof, the Bylaws may be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, or by the affirmative vote of a majority of the voting power of all outstanding shares, regardless of class and voting together as a single voting class subject to the terms of Article Fourth, Section 3 hereof.

SEVENTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Article Fourth, Section 2 hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or amendment thereto.

EIGHTH: Directors shall be elected at each annual meeting of stockholders and may be elected at any special meeting of stockholders called for that purpose, to serve until the next annual meeting of stockholders and until their respective successors are elected, unless they shall sooner resign, become disqualified or disabled or be removed from office. A director or the entire Board of Directors may be removed with or without cause by the affirmative vote of the holders of a majority of the securities entitled to vote for each director, provided that (if less than the entire number of directors elected by a particular class of securities is removed) the shares voted against such removal would not be sufficient to elect the director or directors in any election involving cumulative voting by stockholders. A director may be removed for cause by the Court of Chancery in a suit by stockholders holding at least 10% of the outstanding shares of any class.

Additional directors elected pursuant to Article Fourth, Section 2 hereof in connection with the rights to elect such additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series.

NINTH: Except as may otherwise be provided pursuant to Article Fourth, Section 2 hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the directorship which was newly created or as to which the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

TENTH: Except as may otherwise be provided pursuant to Article Fourth, Section 2 hereof in connection with rights to elect additional directors under specified circumstances which may be granted to holders of any class or series of Preferred Stock, any director may be removed from office by the affirmative vote of a majority of the voting power of all outstanding shares of stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class.

ELEVENTH: At any meeting of stockholders, the stockholders' vote may be by voice vote or by ballot; provided, however, that any election for directors must be by ballot if demanded by any stockholder before the voting has begun.

At a stockholders' meeting at which directors are to be elected, any stockholder shall be entitled to cumulate votes (i.e., cast for any one or more candidates a number of votes greater than the number of the stockholder's shares) only if the candidates' names have been placed in nomination prior to commencement of the voting and a stockholder has given notice prior to commencement of the voting of the stockholder's intention to cumulate votes. If any stockholder has given such a notice, then every stockholder entitled to vote may cumulate votes for candidates in nomination and give one candidate a number of votes equal to the number of directors to be elected

multiplied by the number of votes to which that stockholder's shares are entitled, or distribute the stockholder's votes on the same principle among any or all of the candidates, as the stockholder thinks fit. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected.

TWELFTH:

1. The Corporation shall indemnify to the full extent authorized or permitted by the General Corporation Law of the State of Delaware or any other applicable law as presently or hereafter in effect any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Section 1 of Article Twelfth shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

2. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by Delaware law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Section 2 of Article Twelfth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

3. In furtherance and not in limitation of the powers conferred by statute:

(a) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law; and

(b) the Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, letters of credit, surety bonds or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

THIRTEENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the entire Board of Directors, by the Chairman of the Board, by the President, or by one or more stockholders holding shares in the aggregate entitled to cast not less than 10% of the votes at the special meeting. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by the person or persons calling the meeting, within the limits fixed by law.

FOURTEENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

FIFTEENTH: The Corporation may make loans to or guarantee the obligations of (i) its officers or directors only if such loan or guarantee, or an employee benefit plan authorizing such loan or guarantee, is approved by the Corporation's stockholders, and (ii) to its officers only if such loan or guarantee is approved by its board of directors (excluding the vote of interested directors) pursuant to a stockholder-approved bylaw provision.

SIXTEENTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner

now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

SEVENTEENTH:

1. The name and mailing address of the incorporator of the Corporation is:

Richard L. Picheny
Troy Casden Gould Professional Corporation
1801 Century Park East, Suite 1600
Los Angeles, California 90067

2. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

Joel Slutzky
1515 So. Manchester Ave.
Anaheim, California 92802

Crandall Gudmundson
1515 So. Manchester Ave.
Anaheim, California 92802

Jerry Muench
1515 So. Manchester Ave.
Anaheim, California 92802

Ralph R. Mickelson
30 North La Salle
29th Floor
Chicago, Illinois 60602

Stanley Molasky
2808 East 46th Avenue, E349
Hollywood, Florida 33021

Leo Wexler
2322 Madrona
Palm Springs, CA 92262

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of July, 1987.


Richard L. Picheny