

10-30-2002

ET

Docket No.:

56232-011 (CPC/TM-1)



.Y

102265770

Tab settings

To the Honorable Commissioner of Pa

...e attached original documents or copy thereof

1. Name of conveying party(ies):

C. P. Clare Corporation

10-1-02

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

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

3. Nature of conveyance:

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

Execution Date: September 21, 2000

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

Name: Clare, Inc.

Internal Address:

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 representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

739,662

Additional numbers attached? 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:

501133

10/29/2002 6TON11 00000106 739662

01 FC:0521 40.00 DP

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.

Toby H. Kusmer

Name of Person Signing

Signature

September 30, 2002

Date

Total number of pages including cover sheet, attachments, and document:

7

Examiner

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)

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, 1980 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~~

See attached: Exhibit A

*Delete the inapplicable words.
**Delete the inapplicable clause.
For amendments adopted pursuant to Chapter 156B, Section 72, the amendments shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a top margin of at least 1 inch. Amendments to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

5/23/75

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 libc

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 21st day of September, 15 2000.



Arthur R. Buckland

_____, President / ~~SECRETARY~~



Harry Anderson

_____, Clerk / ~~SECRETARY~~

**Delete the inapplicable words.*



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 30th day of NOVEMBER 19 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

RECEIVED
SECRETARY OF THE COMMONWEALTH
OFFICE OF THE CLERK

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

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)

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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~~

See attached: Exhibit A

*Delete the inapplicable words. **Delete the inapplicable clause.
 † For amendments adopted pursuant to Section 72A.
 ‡ For amendments adopted pursuant to Section 72B.
 Note: If the space provided under any article is insufficient, additional copies shall be set forth on one side only of separate 8 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 on two or more such articles remaining each addition in clearly indicated.

5/23/75

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Preferred:		Preferred:		

Change the total authorized to:

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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.

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Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 21st day of September, 2000.

 _____, President / ~~MEMBER~~.

Arthur R. Buckland
 _____, Clerk / ~~MEMBER~~.

Harry Anderson
**Dicks the Mississippi word.*