

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/22/1997		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Zilog, Inc.		05/22/1997	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Zilog, Inc.		
Composed Of:	COMPOSED OF Zilog, Inc. changed its domicile from California to Delaware by merging into a Delaware corporation		
Street Address:	1590 Buckeye Drive		
City:	Milpitas		
State/Country:	CALIFORNIA		
Postal Code:	95035		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1174924	Z8	
CORRESPONDENCE DATA			
Fax Number:	(925)835-5804		
Phone:	9255505067		
Email:	darien@imperiumpw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Darien K. Wallace		
Address Line 1:	P.O. Box 607		
Address Line 4:	Pleasanton, CALIFORNIA 94566		
ATTORNEY DOCKET NUMBER:	ZIL-T11 (Z8) RECORD 8-K		
NAME OF SUBMITTER:	Darien K. Wallace		

OP \$40.00 1174924

900206932

TRADEMARK
REEL: 004659 FRAME: 0431

Signature:	/Darien K. Wallace/
Date:	11/10/2011
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ACCESSION NUMBER: 0000950008-97-000199

CONFORMED SUBMISSION TYPE: 8-K

PUBLIC DOCUMENT COUNT: 4

CONFORMED PERIOD OF REPORT: 19970522

ITEM INFORMATION: Other events

ITEM INFORMATION: Financial statements and exhibits

FILED AS OF DATE: 19970606

SROS: NYSE

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:

ZI LOG INC

CENTRAL INDEX KEY:

0000319450

STANDARD INDUSTRIAL CLASSIFICATION:

SEMICONDUCTORS & RELATED

DEVICES [3674]

IRS NUMBER:

133092996

STATE OF INCORPORATION:

CA

FISCAL YEAR END:

1231

FILING VALUES:

FORM TYPE:

8-K

SEC ACT:

1934 Act

SEC FILE NUMBER:

001-13748

FILM NUMBER:

97620049

BUSINESS ADDRESS:

STREET 1:

210 E HACIENDA AVE

CITY:

CAMPBELL

STATE:

CA

ZIP:

95008-6600

BUSINESS PHONE:

4083708000

MAIL ADDRESS:

STREET 1:

210 EAST HACIENDA AVE

CITY:

CAMPBELL

STATE:

CA

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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K
Page 1

TRADEMARK
REEL: 004659 FRAME: 0433

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 1997

ZI LOG, INC.

(Exact name of registrant as specified in its charter)

Del aware	0- 18738	13- 3092996
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I. R. S. Employer Identification Number)
210 East Hacienda, Campbell, CA		95008
(Address of principal executive offices)		(Zip Code)
	(408) 370- 8000	
	(Registrant's telephone number, including area code)	

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Item 5. Delaware Reincorporation.

On May 22, 1997, Zilog, Inc., a California corporation ("Zilog California"), effected a change in its domicile from the State of California to the State of Delaware (the "reincorporation") through a merger of the Company with and into Zilog, Inc., a Delaware corporation ("Zilog Delaware"). Appropriate consents and approvals were obtained for the reincorporation, including the approval of the shareholders of Zilog California.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 2.1 Agreement of Merger and Plan of Reorganization between Zilog, Inc., a California corporation and Zilog, Inc., a Delaware corporation, dated as of May 21, 1997.
- 3.i Certificate of Incorporation of Zilog, Inc., a Delaware corporation.
- 3.ii Bylaws of Zilog, Inc., a Delaware corporation.

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SI GNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 4, 1997.

ZI LOG, I NC.

By / s/ Ri char d R. Pi ckard

Ri char d R. Pi ckard
Vi ce Presi dent, Gener al Counsel
and Secre tary

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EXHI BI T I NDEX

Exhi bi t No. -----	Descri p ti on -----
2. 1	Agreement of Merger and Plan of Reorganization between Zilog, Inc., a California corporation and Zilog, Inc., a Delaware corporation, dated as of May 21, 1997.
3. i	Certificate of Incorporation of Zilog, Inc., a Delaware corporation.
3. i i	Bylaws of Zilog, Inc., a Delaware corporation.

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AGREEMENT OF MERGER AND PLAN OF REORGANI ZATI ON

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION ("Agreement") dated as of May 21, 1997 by and between ZILOG, INC., a California corporation (the "California Company") and ZILOG, INC., a Delaware corporation (the "Delaware Company"),

WITNESSETH:

WHEREAS, the California Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of California and, on the date of this Agreement, has authority to issue Seventy-Five Million (75,000,000) shares of Common Stock, without par value, of which Twenty Million Two Hundred Sixteen Thousand One Hundred Thirty-Six (20,216,136) shares are issued and outstanding and One Hundred Ninety (190,000) shares of Preferred Stock, without par value. There are no shares of Preferred Stock outstanding; and

WHEREAS, the Delaware Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of Delaware and, on the date of this Agreement, has authority to issue Seventy-Five Million (75,000,000) shares of Common Stock, \$.01 par value, of which One Hundred (100) shares are issued and outstanding, all of which are owned by the California Company, and One Hundred Ninety (190,000) shares of Preferred Stock, \$.01 par value. There are no shares of Preferred Stock outstanding; and

WHEREAS, upon the effectiveness of the Merger, all of the outstanding Common Stock of the California Company will be converted into Common Stock of the Delaware Company; and

WHEREAS, the respective Boards of Directors of the California Company and the Delaware Company have determined that it is advisable and in the best interests of each of such corporations that the California Company merge into the Delaware Company under and pursuant to the General Corporation Laws of Delaware and California and upon the terms and subject to the conditions provided in this Agreement for the purpose of effecting a reincorporation of the California Company in the State of Delaware in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and have, by resolutions duly adopted, approved this Agreement and directed that it be submitted to a vote of their respective shareholders and executed by the undersigned officers:

NOW THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby promise and agree that the California Company shall merge with and into the Delaware Company on the following terms, conditions and other provisions:

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ARTICLE 1

Definitions

When used in this Agreement (and any Exhibit in which such terms are not otherwise defined) the following terms shall have the following meanings, respectively:

1.1 "California Common Stock" shall mean shares of Common Stock, without par value, of the California Company.

1.2 "California GCL" shall mean the California General Corporation Law.

1.3 "Delaware Common Stock" shall mean shares of Common Stock, par value \$.01 per share, of the Delaware Company.

1.4 "Delaware GCL" shall mean the Delaware General Corporation Law.

1.5 "Effective Time" shall mean the date and time when the Merger shall become effective, in accordance with Section 2.1.

1.6 "Merger" shall mean the merger of the California Company into the Delaware Company.

1.7 "Surviving Corporation" shall mean the Delaware Company from and after the Effective Time.

ARTICLE 2

Merger

2.1 Filings and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(i) This Agreement and the Merger shall have been adopted and approved (a) in accordance with the California GCL by the shareholders of the California Company and (b) in accordance with the Delaware GCL by the California Company, as the sole stockholder of the Delaware Company and;

(ii) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(iii) An executed Certificate of Merger or an executed counterpart of this Agreement shall have been filed with the Secretary of State of the State of Delaware; and

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(iv) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the California GCL shall have been submitted for filing with the Secretary of State of the State of California.

2.2 Merger. At the Effective Time, the Merger shall become effective

under Section 252 of the Delaware GCL and Section 1108(d) of the California GCL, and the California Company shall merge into the Delaware Company, the separate existence of the California Company shall cease, and the Delaware Company shall continue in existence under the Delaware GCL.

2.3 Effects. At the Effective Time:

(i) the separate existence of the California Company shall cease and the California Company shall be merged into the Delaware Company;

(ii) the Certificate of Incorporation of the Delaware Company shall continue as the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law;

(iii) the bylaws of the Delaware Company shall continue as the bylaws of the Surviving Corporation until amended as provided therein;

(iv) the Statement and Designation By Foreign Corporation of the Delaware Company shall be amended to reflect the name of the Delaware Company as stated in its Certificate of Incorporation.

(v) the Certificates of Authorities in each jurisdiction of the California Company shall be withdrawn and the Certificates of Authorities of the Delaware Company shall be simultaneously filed to duly qualify the Delaware Company to transact business in such jurisdictions as a foreign entity.

(vi) the directors of the California Company in office on the Effective Date shall be and continue as directors of the Surviving Corporation until their successors are elected in accordance with the Certificate of Incorporation and the bylaws of the Surviving Corporation and are duly qualified;

(vii) each officer of the California Company in office on the Effective Date shall be and continue as an officer of the Surviving Corporation and, until their successors are elected or appointed in accordance with the bylaws of the Surviving Corporation and are duly qualified, such officers shall hold the office in the same capacity of the Surviving Corporation which they held before the Merger;

(viii) each share of California Common Stock outstanding immediately prior to the Effective Time shall be converted into one share of Delaware Common Stock pursuant to Article 3 below; and

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(ix) without further transfer, act or deed, the separate existence of the California Company shall cease and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of the California Company; and each and all of the rights, privileges, immunities, powers and franchises of the California Company, and all property, real, personal and mixed, and all debts due to the California Company on whatever account, stock subscriptions and other things in action or belonging to the California Company shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and each and every other

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interest of the California Company shall be thereafter as effectually the property of the Surviving Corporation as they were of the California Company; and the title to any real estate vested by deed or otherwise, under the laws of the States of Delaware or California or of any other jurisdiction, in the California Company shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors of the California Company and all liens upon any property of the California Company shall be preserved unimpaired and all debts, liabilities and duties of the California Company shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

2.4 Further Assurances. The California Company agrees that if, at any

time, or from time to time, after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances are necessary or desirable to vest, perfect or confirm the Surviving Corporation title to any property, rights, privileges, immunities, powers or franchises of the California Company, the Surviving Corporation and its proper officers and directors may execute and deliver all such proper deeds, assignments and assurances and do all other things necessary or desirable to vest, perfect or confirm title to such property, rights, privileges, immunities, powers or franchises in the Surviving Corporation and otherwise to carry out the purposes of this Agreement, in the name of the California Company or otherwise.

ARTICLE 3

Conversion of Shares

3.1 Conversion of Shares. At the Effective Time, the California Common

Stock shall be converted into Delaware Common Stock as follows:

(i) each share of California Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of Delaware Common Stock;

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(ii) each share of Delaware Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled without consideration and shall resume the status of authorized and unissued shares of Delaware Common Stock; and

(iii) each share of Delaware Common Stock will continue to be quoted on the New York Stock Exchange ("NYSE") under the symbol "ZLG" without interruption, as shares of the California Common Stock now quoted and traded.

3.2 Stock Certificates. At and after the Effective Time, all of the

outstanding certificates which immediately prior to the Effective Time represent shares of California Common Stock shall be deemed for all purposes to evidence ownership of, and to represent, shares of Delaware Common Stock into which the
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shares of California Common Stock formerly represented by such certificates have been converted as provided in this Agreement. The registered owner on the books and records of the Delaware Company or its transfer agents of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Delaware Company or its transfer agents, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of Delaware Common Stock evidenced by such outstanding certificate as above provided.

3.3 Employee or Director Option and Benefit Plans. Each option or other

right to purchase or otherwise acquire shares of California Common Stock granted under any employee or director option or benefit plan of the California Company (collectively, the "Plans") which is outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option or right to purchase or acquire (and the Delaware Company hereby assumes the obligation to deliver) the same number of shares of Delaware Common Stock at the same price per share, and upon the same terms and subject to the same conditions, as set forth in each of the Plans, as in effect at the Effective Time. The same number of shares of Delaware Common Stock shall be reserved for purposes of the Plans as is equal to the number of shares of California Common Stock so reserved as of the Effective Time. As of the Effective Time, the Delaware Company hereby assumes the Plans and all obligations of the California Company under the Plans including the outstanding options and rights granted pursuant to the Plans.

3.4 Validity of Delaware Common Stock. All shares of Delaware Common

Stock into which California Common Stock are to be converted pursuant to the Merger shall not be subject to any statutory or contractual preemptive rights, shall be validly issued, fully paid and nonassessable and shall be issued in full satisfaction of all rights pertaining to such California Common Stock.

3.5 Rights of Former Holders. From and after the Effective Time, no

holder of certificates which evidenced California Common Stock immediately prior to the Effective Time shall have any rights with respect to the shares formerly evidenced by those

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certificates, other than to receive the shares of Delaware Common Stock into which such California Common Stock shall have been converted pursuant to the Merger.

ARTICLE 4

Covenants To Be Performed Prior to Closing Date

4.1 Consents. Each of the California Company and the Delaware Company

shall use its best efforts to obtain the consent and approval of each person (other than shareholders of the California Company in their capacities as such) whose consent or approval shall be required in order to permit consummation of the Merger.

4.2 Governmental Authorizations. Each of the California Company and the Delaware Company shall cooperate in filing any necessary reports or other documents with any federal, state, local or foreign authorities having jurisdiction with respect to the Merger.

ARTICLE 5

Conditions

The obligations of the California Company and the Delaware Company to consummate the Merger are subject to satisfaction of the following conditions:

5.1 Authorization. The holders of a majority of the voting power of the California Company shall have approved and adopted this Agreement and the Merger at a meeting of the shareholders. All necessary action shall have been taken to authorize the execution, delivery and performance of this Agreement by the California Company and the Delaware Company. The California Company and the Delaware Company shall have full power and authority to consummate the Merger.

5.2 Consents and Approvals. All authorizations, consents and approvals (contractual or otherwise) of any state, federal, local or foreign government agency, regulatory body or official or any person (other than the California Company or the Delaware Company) necessary for the valid consummation of the Merger in accordance with this Agreement shall have been obtained and shall be in full force and effect.

ARTICLE 6

Miscellaneous

6.1 Waiver and Amendment. This Agreement may be amended by action of the respective Boards of Directors of the California Company and the Delaware Company without action by the shareholders or stockholders of the parties, except that any amendment

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altering any terms of this Agreement if such alteration would adversely affect the holders of any class or series of the capital stock of the California Company or the Delaware Company must be approved by a majority of the voting power of the California Company.

6.2 Termination. This Agreement may be terminated and the Merger and other transactions provided for by this Agreement abandoned at any time prior to the Effective Time, whether before or after adoption and approval of this Agreement by the shareholders of the California Company, by action of the Board of Directors of the California Company if the Board determines that the

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consummation of the transactions contemplated by this Agreement would not, for any reason, be in the best interests of the California Company and its shareholders.

6.3 No Waiver. No waiver by any party of any condition, or the breach of any term or covenant contained in this Agreement, whether by conduct or otherwise, in any one or more instances, shall be deemed to be a further or continuing waiver of any such condition or breach or a waiver of any other condition or breach of any other term or covenant contained in this Agreement.

6.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California applicable to contracts entered into and to be performed wholly within the State of California, except to the extent that the laws of the State of Delaware are mandatorily applicable to the Merger.

6.5 Approval of the California Company as the Sole Stockholder of the Delaware Company. By its execution and delivery of this Agreement, the California Company, as the sole stockholder of the Delaware Company, consents to, approves and adopts this Agreement and approves the Merger, subject to the approval and adoption of this Agreement by the holders of a majority of the voting power of the California Company pursuant to Section 5.1. The California Company agrees to execute such instruments as may be necessary or desirable to evidence its approval and adoption of this Agreement and the Merger as the sole stockholder of the Delaware Company.

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IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

CALIFORNIA COMPANY:

ZI LOG, INC., a California corporation

By: /s/ Edgar A. Sack

Its: President and CEO

Attest:

/s/ Richard R. Pickard

Secretary

DELAWARE COMPANY:

ZI LOG, INC., a Delaware corporation

By: /s/ Edgar A. Sack

Its: President and CEO

Attest:

/s/ Richard R. Pickard

Secretary

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CERTIFICATE OF INCORPORATION
OF
ZILOG, INC.

I.

The name of the Corporation is Zilog, Inc.

II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange St., Wilmington, Delaware, New Castle County. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or hereafter may be amended.

IV.

1. The Corporation is authorized to issue two classes of stock to be designated Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"), respectively. The total number of shares which the Corporation is authorized to issue is Seventy-Five Million One Hundred and Ninety Thousand (75,190,000). The number of shares of Common Stock authorized to be issued is Seventy-Five Million (75,000,000), \$0.01 par value. The number of shares of Preferred Stock authorized to be issued is One Hundred Ninety Thousand (190,000), \$0.01 par value.

2. The Board of Directors is expressly authorized to provide for the issue, in one or more series, of all or any shares of the Preferred Stock and,

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in the resolution or resolutions providing for such issue, to establish for each such series,

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(a) the number of its shares, which may thereafter (unless forbidden in the resolution or resolutions providing for such issue) be increased or decreased (but not below the number of shares of the series then outstanding) pursuant to a subsequent resolution of the Board of Directors,

(b) the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and

(c) the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof.

3. In furtherance of the foregoing authority and not in limitation of it, the Board of Directors is expressly authorized, in the resolution or resolutions providing for the issue of a series of Preferred Stock,

(a) to subject the shares of such series, without the consent of the holders of such shares, to being converted into or exchanged for shares of another class or classes of stock of the Corporation, or to being redeemed for cash, property or rights, including securities, all on such conditions and on such terms as may be stated in such resolution or resolutions, and

(b) to make any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of the shares of the series dependent upon facts ascertainable outside this Certificate of Incorporation.

4. Whenever the Board of Directors shall have adopted a resolution or resolutions to provide for,

(a) the issue of a series of Preferred Stock,

(b) a change in the number of authorized shares of a series of Preferred Stock, or

(c) the elimination from this Certificate of Incorporation of all references to a previously authorized series of Preferred Stock by stating that none of the authorized shares of a series of Preferred Stock are outstanding and that none will be issued,

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the officers of the Corporation shall cause a certificate, setting forth a copy of such resolution or resolutions and, if applicable, the number of shares of stock of such series, to be executed, acknowledged, filed and recorded, in order that the certificate may become effective in accordance with the provisions of

the General Corporation Law of the State of Delaware, as from time to time amended. When any such certificate becomes effective, it shall have the effect of amending this Certificate of Incorporation, and whenever such terms used in this certificate, it shall be deemed to include the effect of the provisions of any such certificate.

5. As used in this Article IV, the term "Board of Directors" shall include, to the extent permitted by the General Corporation Law of the State of Delaware, any duly authorized committee of the Board of Directors.

6. Holders of shares of Common Stock shall be entitled to receive such dividends or distributions as are lawfully declared on the Common Stock; to have notice of any authorized meeting of stockholders; to one vote for each share of Common Stock on all matters which are properly submitted to a vote of such stockholders; and, upon dissolution of the Corporation, to share ratably in the assets thereof that may be available for distribution after satisfaction of creditors and of the preferences, if any, of any shares of Preferred Stock.

V.

The name and mailing address of the incorporator are as follows:

Richard R. Pickard, Esq.
Zilog, Inc.
210 East Hacienda Avenue
Campbell, California 95008-6600

VI.

The number of Directors which constitute the whole Board of Directors of the Corporation shall be as specified in the Bylaws of the Corporation.

VII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend, rescind or repeal the Bylaws of the Corporation.

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VIII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) 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 of the Corporation.

IX.

1. A Director's liability to the Corporation for breach of duty to the Corporation or its stockholders shall be limited to the fullest extent permitted by the laws of the State of Delaware as now in effect or hereafter amended. In

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particular, no Director shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (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) under Section 174 of the General Corporation Law of the State of Delaware, as the same exists or hereafter may be amended, or (iv) for any transaction from which the Director derived an improper personal benefit.

2. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

3. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the liability of directors, then a Director, in addition to the circumstances in which he or she is not now liable, shall be free of liability to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

X.

This Corporation shall indemnify its officers, Directors, employees and agents to the maximum extent permitted by the General Corporation Law of the State of Delaware, which power to indemnify shall include, without limitation, the power to enter into indemnification agreements and amendments thereto upon such terms as the Board of Directors shall deem advisable.

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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 under penalties of perjury, under the laws of the State of Delaware, that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of April, 1997.

/s/ Richard R. Pickard

Richard R. Pickard
Incorporator

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TRADEMARK
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ZI LOG, I NC.

(A DELAWARE CORPORATI ON)

ADOPTED AS OF MAY 21, 1997

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BYLAWS OF
ZILOG, INC.
(A Delaware Corporation)

ARTICLE I

OFFICES

1.1 Registered Office. The registered office of the Corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

1.2 Other Offices. The Corporation may additionally have offices at such other places, both within and without the State of Delaware, as the Board of Directors from time to time may determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

2.1 Annual Meeting. An annual meeting of the stockholders shall be held for the purpose of electing directors and conducting such other business as may come before the meeting. The date, time and place, within or without the State of Delaware, of the annual meeting shall be determined by resolution of the Board of Directors.

2.2 Special Meetings. Special meetings of the stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings may be called by the Board of Directors or by the President, or one or more stockholders holding shares in the aggregate entitled to cast not less than ten percent (10%) of the votes at the meeting, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed special meeting. Business transacted at any special meeting of stockholders shall be limited to the purpose or purposes stated in the notice.

2.3 Notices. Written or printed notice of every annual or special meeting of the stockholders, stating the place, date, time and, in the case of special meetings, the purpose or purposes of such meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10), nor more than sixty (60), days before the date of the meeting. All such notices shall be delivered, either personally or by mail, by or at the direction of the Board of Directors, the President or the Secretary, and if mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the

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stockholder at his address as it appears on the records of the Corporation, with postage prepaid.

2.4 Stockholder Lists. The officer having charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetic order, specifying the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list also shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

2.5 Quorum and Adjournments. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders except

as otherwise provided by statute or by the certificate of incorporation. If a quorum is not present, the holders of the shares present in person or represented by proxy at the meeting, and entitled to vote thereat, shall have the power, by affirmative vote of the holders of a majority of such shares, to adjourn the meeting to another time and/or place. Unless the adjournment is for more than thirty (30) days or unless a new record date is set for the reconvened meeting, no notice of the reconvened meeting need be given to any stockholder, provided that the time and place of the reconvened meeting are announced at the meeting at which the adjournment is taken. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the reconvened meeting, a notice of the reconvened meeting shall be given to each stockholder of record entitled to vote at the meeting. At the reconvened meeting, the Corporation may transact any business which might have been transacted at the original meeting.

2.6 Majority. When a quorum is present at any meeting, the vote of the

holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of an applicable statute or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.7 Voting. Every stockholder shall, at every meeting of the stockholders,

be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, except that no proxy shall be voted on after three years from its date, unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the

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stock itself or an interest in the Corporation generally. Voting at meetings of stockholders need not be by written ballot.

2.8 Consent of Absentees. The transactions of any meeting of stockholders,

however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum was present either in person or by proxy, and if, either before or after the meeting, each of the stockholders entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of such meeting, or an approval of minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

2.9 Record Date of Stockholders. The Board of Directors is authorized to

fix in advance the date not exceeding sixty (60) nor less than ten (10) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as the record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to

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exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and, in such case, such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation, after such record date fixed as foresaid.

2.10 Conduct of Meeting. The Chairman of the Board of, in his or her

absence the President or any Vice President designated by the Chairman of the Board, shall preside at all regular or special meetings of stockholders. To the maximum extent permitted by law, such presiding person shall have the power to set procedural rules, including but not limited to, rules respecting the time allotted to stockholders to speak, governing all aspects of the conduct of such meetings.

2.11 Notice of Business Proposed at Meetings. To be properly brought before

any meeting of the stockholders, business must either be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before a meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation no less than twenty (20) days nor more than sixty (60) days prior to the meeting. A stockholder's notice to the Secretary must set forth as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and record address of

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the stockholder proposing such business, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any meeting except in accordance with the procedures set forth in this Section 2.11, provided, however, that nothing in this Section 2.11 shall be deemed to preclude discussion by any stockholder of any business properly brought before a meeting.

The Chairman of the Board shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 2.11, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

2.12 Inspectors of Election. In advance of any meeting of stockholders, the

Board of Directors may appoint any person(s), other than nominees for office, inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the President may, and on the

request of any stockholder or his proxy, shall, make such appointment at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more stockholders or proxies, the majority of shares present shall determine whether one (1) or three (3) inspectors shall be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the President. The duty of such inspector shall include the following: determining the number of shares outstanding and the voting power of each; the shares represented at the meeting, the existence of a quorum and the authenticity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the results; and such other acts as may be proper to conduct the election or vote with fairness to all stockholders.

ARTICLE III

DIRECTORS

3.1 Powers. The business and affairs of the Corporation shall be managed by

or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or to be done by the stockholders.

3.2 Number, Election and Term of Office. The number of the directors of the

Corporation shall not be fewer than five (5) nor more than seven (7), until changed by amendment of the certificate of incorporation or by a bylaw amending this Paragraph 3.2

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duly adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote. The exact number of directors shall be fixed from time to time, within the limits specified in the certificate of incorporation or in this Section 3.2, by a bylaw or amendment thereof approved by the Board of Directors or duly adopted by the affirmative vote of the majority of the shares present in person or represented by proxy at a duly held meeting and entitled to vote thereon or by written consent of the majority of the shares entitled to vote. The directors shall be elected at the annual meeting of the stockholders, except as provided in Paragraph 3.3 of this Article, and each director elected shall hold office until his successor is duly elected and qualified; provided, however, that if the directors shall be divided into classes, each director elected shall hold office until the next election of the class for which such director has been elected, and until his successor has been duly elected and qualified.

Subject to the foregoing provisions, the initial number of authorized directors shall be fixed at six (6) until changed, within the limits specified above, by an amendment to this Section 3.02, duly adopted by the Board of Directors or the stockholders.

3.3 Vacancies. Vacancies and newly created directorships resulting from any

increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum or by a sole remaining director. Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. The directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling a vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

3.4 Annual Meetings. The annual meeting of each newly elected Board of

Directors shall be held at such time and place as is specified by the stockholders at the meeting at which the directors were elected. If no such time and place is specified by the stockholders, the President shall specify such time and place and give at least twenty-four (24) hours' notice thereof to each newly elected director, either personally, by telephone, by mail or by telegraph.

3.5 Regular Meetings. Regular meetings, other than the annual meeting, of

the Board of Directors shall be held at such times and places within or without the State of Delaware as shall be determined, from time to time, by resolution of the Board of Directors.

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3.6 Special Meetings. Special meetings of the Board of Directors may be

called by the President, any Vice President or the Secretary, and shall be called by the President upon the express written request of any two directors, on twenty-four (24) hours' prior notice to each director, either personally, by telephone, by mail or by telegraph, at such time and such place within or without the State of Delaware as shall be specified in such notice.

3.7 Quorum and Majority. At all meetings of the Board of Directors, a

majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.8 Telephonic Meeting. Members of the Board of Directors, or any committee

designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment

by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Paragraph 3.8 shall constitute presence in person at such meeting.

3.9 Committees. The Board of Directors may, by resolution passed by a

majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which to the extent provided in the resolution of the Board of Directors, or in these bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require the same, except as limited by Delaware General Corporation Law. Each committee of the Board of Directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by the resolution of the Board of Directors designating such committee, but in all cases, the presence of at least a majority of the members of such committee shall be necessary to constitute a quorum. In the event that a member of such committee is absent or disqualified, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

3.10 Action Taken Without a Meeting. Any action required or permitted to be

taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.11 Compensation of Directors. The Board of Directors, by resolution

adopted by a majority of the whole Board, may establish reasonable compensation of all directors for

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services to the Corporation as directors, officers or otherwise. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of committees designated by the Board of Directors may be allowed like compensation for their services to the Corporation.

3.12 Interested Directors. No contract or transaction between the

Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even

though the disinterested directors be less than a quorum or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE IV

OFFICERS

4.1 Officers and Elections. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary or desirable by the Board of Directors. Any number of offices may be held by the same person. In its discretion, the Board of Directors may leave unfilled for any period as it may deem necessary or advisable any office except the offices of President, Secretary and Treasurer.

4.2 Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

4.3 Resignation. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in that notice, the acceptance of the resignation shall not be

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necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contracts to which the officer is a party.

4.4 Terms of Office and Vacancies. The officers of the Corporation shall hold office until their successors are duly elected and qualified, or until their earlier resignation or removal. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation, by death, resignation or otherwise, shall be filled by the Board of Directors.

4.5 Salaries. Salaries of all officers shall be fixed by the Board of Directors.

4.6 Chairman of the Board. The Chairman of the Board shall, when present,

preside at all meetings of the stockholders and of the Board of Directors and, subject to these bylaws, shall exercise such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

4.7 President. The president shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.8 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President, or if there be more than one, the Vice Presidents in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.9 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. He shall have custody of the corporate seal of the Corporation and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may

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give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

4.10 Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.11 Treasurer. The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies

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and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer may disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of transactions and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give to the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

4.12 Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

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ARTICLE V

EXECUTION OF CORPORATE INSTRUMENTS, RATIFICATION OF CONTRACTS, AND VOTING OF SHARES OWNED BY THE CORPORATION

5.1 Execution of Corporate Instruments. The Board may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or documents, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Corporation. Unless otherwise specifically determined by the Board:

- (a) formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents requiring the corporate seal (except for share certificates issued by the Corporation), and share certificates owned by the Corporation, shall be executed, signed, or endorsed by the President, or jointly endorsed by any Vice President and the Secretary, Assistant Secretary, Treasurer or Assistant Treasurer.
- (b) checks drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed in such manner (which may be a facsimile signature) and by such person or persons as shall be authorized by the Board; and
- (c) dividend warrants, drafts, insurance policies, and all other

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instruments and documents requiring the corporate signature, but not requiring the corporate seal, shall be executed or signed in the manner directed by the Board.

5.2 Ratification by Stockholders. The Board may, in its discretion, submit

any contract or act for approval or ratification by the stockholders at any special meeting of stockholders called for that purpose. Any contract or act which shall be approved or ratified by the holders of a majority of the voting power of the Corporation represented at such meeting shall be as valid and binding upon the Corporation as though approved or ratified by each and every shareholder of the Corporation, unless a greater vote is required by law for such purpose.

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5.3 Voting of Shares Owned by the Corporation. All shares of other

corporations owned or held by the Corporation for itself or for other parties in any capacity shall be voted, and all proxies with respect thereto shall be executed, by the person authorized to do so by resolution of the Board or, in the absence of such authorization, by the President, any of the Vice Presidents, the Secretary or an Assistant Secretary.

ARTICLE VI

CERTIFICATES OF STOCK

6.1 Entitlement. Every holder of stock in the Corporation shall be entitled

to have a certificate, signed by, or in the name of the Corporation, by the Chairman or Vice Chairman of the Board, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, representing the number of shares owned by him in the Corporation.

6.2 Facsimile Signatures. Any signature on the certificate may be

facsimile, other than the counter-signature (a) of a transfer agent other than the Corporation or its employee, or (b) of a registrar other than the Corporation or its employee. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

6.3 Lost Certificates. The Board of Directors may direct a new certificate

of stock or uncertificated shares to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give to the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation

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with respect to the certificate alleged to have been lost, stolen or destroyed.

6.4 Transfer of Stock. Upon surrender to the Corporation or the transfer

agent of the Corporation of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

6.5 Fixing a Record Date. The Board of Directors may fix in advance a date,

not more than sixty (60) nor fewer than ten (10) days, preceding the date of any meeting of the stockholders, or the date for the payment of any dividend or the date of the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into

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effect, or a date in connection with obtaining such consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitlement to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, as in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consents, as the case may be notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the next day preceding the day on which notice is given, or, if notice is waived, at the close of business on the next day preceding the day on which the meeting is held; the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is delivered to the Corporation as provided in Article 2.9 of these Bylaws; the record date for determining stockholders for any other purpose shall be at the close of business on the day which the Board of Directors adopts the resolution relating thereof; and a determination of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

6.6 Registered Stockholders. The Corporation shall be entitled to recognize

the exclusive right of a person registered on its books as the owner of the shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

ARTICLE VI

GENERAL PROVISIONS

7.1 Dividends. Dividends upon the capital stock of the Corporation, subject

to the provisions of the certificate of incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock of the Corporation, subject to the provisions of the certificate of incorporation.

7.2 Reserves. Before payment of any dividend, there may be set aside out of

any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of

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the Corporation, or for such other purposes as the directors shall think conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

7.3 Checks, Notes, Instruments, Etc. All checks or demands for money,

notes, instruments or other documents of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. Unless so designated by the Board, no such officer or officers or such other person or persons shall have any power or authority to render the Corporation liable for any purpose or to any amount.

7.4 Seal. The corporate seal shall be prescribed by the Board of Directors.

The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

7.5 Fiscal Year. The fiscal year of the Corporation shall be determined

from time to time by resolution of the Board of Directors.

7.6 Waiver of Notice. Whenever any notice is required to be given under the

provisions of the laws of the State of Delaware or under the provisions of the certificate of incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Except as may otherwise be specifically provided by law, any waiver by mail, telegraph, cable or wireless bearing the name of the person entitled to notice shall be deemed a waiver in writing duly signed. The presence of any person at any meeting, either in person or by proxy, shall be deemed the equivalent of a waiver in writing duly signed, except where the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.7 Registrars and Transfer Agents. The Board of Directors may appoint one

or more registrars of transfer, which shall be incorporated banks or trust companies, either domestic or foreign, and one or more transfer agents or transfer clerks, who shall be appointed at such times and places as the Board of Directors shall determine.

7.8 Indemnification of Officers and Directors. The Corporation shall

indemnify any and all of its Directors or officers, including former Directors or officers, and any employee, who shall serve as an officer or director of any corporation at the request of the Corporation, to the fullest extent permitted under and in accordance with the laws of the State of Delaware.

7.9 Amendments. These bylaws may be altered, amended or repealed, or new

bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the certificate of incorporation, at any regular meeting of the stockholders or of the Board of Directors, or at any special meeting of the stockholders or of the Board of Directors, if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

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CERTIFICATE OF SECRETARY

I, Richard R. Pickard, do hereby certify:

1. That I am the duly elected and acting Secretary of Zilog, Inc., a Delaware corporation (the "Corporation"), and;

2. That the foregoing bylaws constitute the Bylaws of the Corporation duly adopted by the Board of Directors thereof effective as of May 21, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation.

/ s/ Richard R. Pickard

Richard R. Pickard, Secretary

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----- END PRIVACY- ENHANCED MESSAGE -----