

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/07/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QuickLogic Corporation		10/06/1999	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	QuickLogic Corporation
Street Address:	1277 Orleans Drive
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94089
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1696813	PASIC
Registration Number:	1698304	VIALINK
Registration Number:	1719391	QUICKLOGIC

CORRESPONDENCE DATA

Fax Number: 6509385200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (650) 988-8500
 Email: trademarks@fenwick.com
 Correspondent Name: Fenwick & West LLP
 Address Line 1: 801 California Street
 Address Line 2: Silicon Valley Center
 Address Line 4: Mountain View, CALIFORNIA 94041

ATTORNEY DOCKET NUMBER:	27223-00070-4198
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CH \$90.00 1696813

NAME OF SUBMITTER:	R.J. Heher
Signature:	/R.J.Heher/
Date:	06/07/2012
Total Attachments: 10 source=QL DE Certificate of Merger#page1.tif source=QL DE Certificate of Merger#page2.tif source=QL DE Certificate of Merger#page3.tif source=QL DE Certificate of Merger#page4.tif source=QL DE Certificate of Merger#page5.tif source=QL DE Certificate of Merger#page6.tif source=QL DE Certificate of Merger#page7.tif source=QL DE Certificate of Merger#page8.tif source=QL DE Certificate of Merger#page9.tif source=QL DE Certificate of Merger#page10.tif	

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"QUICKLOGIC CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "QUICKLOGIC CORPORATION" UNDER THE NAME OF "QUICKLOGIC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2726158 8100M

AUTHENTICATION: 0013934

991423119

DATE: 10-07-99

TRADEMARK
REEL: 004796 FRAME: 0989

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made as of October 6 1999 (the "Merger Agreement") by and between QuickLogic Corporation, a Delaware corporation ("QuickLogic Delaware"), and QuickLogic Corporation, a California corporation ("QuickLogic California"). QuickLogic Delaware and QuickLogic California are sometimes referred to herein as the "Constituent Corporations." QuickLogic Delaware is a wholly owned subsidiary of QuickLogic California.

RECITALS

A. QuickLogic Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 166,567,874 shares, \$0.001 par value, 105,000,000 of which are designated "Common Stock" and 61,567,874 of which are designated "Preferred Stock." Of such authorized shares of Preferred Stock, 2,505,000 shares are designated "Series A Preferred Stock," 10,274,637 shares are designated "Series B Preferred Stock," 12,106,811 shares are designated "Series C Preferred Stock," 3,125,000 shares are designated "Series D Preferred Stock," 23,873,667 shares are designated "Series E Preferred Stock" and 9,482,759 shares are designated "Series F Preferred Stock." As of August 31, 1999, 1,000 shares of QuickLogic Delaware Common Stock were issued and outstanding, all of which are held by QuickLogic California, and no shares of Preferred Stock were issued and outstanding.

B. QuickLogic California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 166,567,874 shares, 105,000,000 of which are designated "Common Stock" and 61,567,874 of which are designated "Preferred Stock." Of such authorized shares of Preferred Stock of QuickLogic California, 2,505,000 shares are designated "Series A Preferred Stock," 10,274,637 shares are designated "Series B Preferred Stock," 12,106,811 shares are designated "Series C Preferred Stock," 3,125,000 shares are designated "Series D Preferred Stock," 23,873,667 shares are designated "Series E Preferred Stock" and 9,482,759 shares are designated "Series F Preferred Stock." As of August 31, 1999, 25,862,874 shares of Common Stock, 2,505,000 shares of Series A Preferred Stock, 10,274,637 shares of Series B Preferred Stock, 11,975,561 shares of Series C Preferred Stock, 3,125,000 shares of Series D Preferred Stock, 23,873,667 shares of Series E Preferred Stock, and 7,716,120 shares of Series F Preferred Stock were issued and outstanding.

C. It is the intent of this Merger Agreement that the merger provided for herein shall be pursuant to the applicable laws of the State of California and the State of Delaware and shall qualify as a reorganization as defined in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

D. The Board of Directors of QuickLogic California has determined that, for the purpose of effecting the reincorporation of QuickLogic California in the State of Delaware, it is advisable and

in the best interests of QuickLogic California and its shareholders that QuickLogic California merge with and into QuickLogic Delaware upon the terms and conditions herein provided.

E. The respective Boards of Directors of QuickLogic Delaware and QuickLogic California have approved this Merger Agreement and have directed that this Merger Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, QuickLogic Delaware and QuickLogic California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. **MERGER**

1.1. **Merger**. In accordance with the provisions of this Merger Agreement, the Delaware General Corporation Law and the California General Corporation Law, QuickLogic California shall be merged with and into QuickLogic Delaware (the "Merger"), the separate existence of QuickLogic California shall cease and QuickLogic Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2. **Filing and Effectiveness**. The Merger shall become effective when the following actions shall have been completed:

(a) This Merger Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

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

(c) An executed Certificate of Merger or an executed counterpart of this Merger Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Certificate of Merger or an executed counterpart of this Merger Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of the State of California.

1.3. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.4. **Effect of the Merger**. Upon the Effective Date of the Merger, the separate existence of QuickLogic California shall cease, and QuickLogic Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions

previously taken by its and QuickLogic California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of QuickLogic California in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of QuickLogic California in the same manner as if QuickLogic Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

2. **CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

2.1. **Certificate of Incorporation.** The Certificate of Incorporation of QuickLogic Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. **Bylaws.** The Bylaws of QuickLogic Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3. **Directors and Officers.** The directors and officers of QuickLogic California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3. **MANNER OF CONVERSION OF STOCK**

3.1. **QuickLogic California Common Stock.** Upon the Effective Date of the Merger, each one (1) share of QuickLogic California Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation.

3.2. **QuickLogic California Preferred Stock.** Upon the Effective Date of the Merger, each one (1) share of QuickLogic California Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred and Series F Preferred Stock, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other persons, be aggregated and converted into one fully paid and nonassessable share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock of the Surviving the Corporation,

\$0.001 par value, respectively, having such rights, preferences and privileges as set forth in the Certification of Incorporation of the Surviving Corporation, which shares of Preferred Stock shall be convertible into one share of the surviving Corporation's Common Stock, \$.001 par value, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

- 3.3. QuickLogic California Options, Warrants and Convertible Securities. Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue the stock option plans (including, without limitation, the 1999 Stock Plan, 1989 Stock Option Plan, and the 1999 Employee Stock Purchase Plan), and all other employee benefit plans of QuickLogic California. Each outstanding and unexercised option, warrant or other right to purchase QuickLogic California Common Stock shall become an option, warrant or right to purchase the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for one share of QuickLogic California Common Stock issuable pursuant to any such option, warrant or right, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such QuickLogic California option, warrant or right at the Effective Date of the Merger.
- 3.4. A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, warrants or rights equal to one-seventh of the number of shares of QuickLogic California Common Stock so reserved immediately prior to the Effective Date of the Merger.
- 3.5. QuickLogic Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of QuickLogic Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by QuickLogic Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.
- 3.6. Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of QuickLogic California Common Stock may, at such stockholder's option, surrender the same for cancellation to an exchange agent whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of QuickLogic California Common Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of QuickLogic California Common Stock were converted in the Merger.
- 3.7. The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving

Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

- 3.8. Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of QuickLogic California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.
- 3.9. If any certificate for shares of the Surviving Corporation's Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

4. GENERAL

- 4.1. Covenants of QuickLogic Delaware. QuickLogic Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:
- (a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law;
 - (b) File any and all documents with the appropriate tax authority of the State of California necessary for the assumption by QuickLogic Delaware of all of the corporate or franchise tax liabilities of QuickLogic California; and
 - (c) Take such other actions as may be required by the California General Corporation Law.
- 4.2. Further Assurances. From time to time, as and when required by QuickLogic Delaware or by its successors or assigns, there shall be executed and delivered on behalf of QuickLogic California such deeds and other instruments, and there shall be taken or caused to be taken by QuickLogic Delaware and QuickLogic California such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by QuickLogic Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of QuickLogic California and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of QuickLogic Delaware are fully authorized in the name and on behalf of

QuickLogic California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

- 4.3. Abandonment. At any time before the Effective Date of the Merger, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either QuickLogic California or QuickLogic Delaware, or both, notwithstanding the approval of this Merger Agreement by the shareholders of QuickLogic California or by the sole stockholder of QuickLogic Delaware, or by both.
- 4.4. Amendment. The Boards of Directors of the Constituent Corporations may amend this Merger Agreement at any time prior to the filing of this Merger Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of California and Delaware, provided that an amendment made subsequent to the adoption of this Merger Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change in any material way any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change in any material way any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation in any material way.
- 4.5. Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located in the City of Wilmington, County of New Castle, State of Delaware, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.
- 4.6. Merger Agreement. Executed copies of this Merger Agreement will be on file at the principal place of business of the Surviving Corporation at 1277 Orleans Drive, Sunnyvale, California 94089 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.
- 4.7. Governing Law. This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.
- 4.8. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.
- 4.9. FIRPTA Notification. (a) On the Effective Date of the Merger, QuickLogic California shall deliver to QuickLogic Delaware, as agent for the shareholders of QuickLogic California, a properly executed statement (the "Statement") in accordance with Treasury Regulation Section 1.897-2(h). QuickLogic Delaware shall retain the Statement for a period of not less than seven years and shall, upon request, provide a copy thereof to any person that was a

shareholder of QuickLogic California immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of QuickLogic California, (i) such shareholders shall be considered to have requested that the Statement be delivered to QuickLogic Delaware as their agent and (ii) QuickLogic Delaware shall be considered to have received a copy of the Statement at the request of the QuickLogic California shareholders for purposes of satisfying QuickLogic Delaware's obligations under Treasury Regulation Section 1.1445-2(c)(3).

5. QuickLogic California shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897-2(b)(2).

IN WITNESS WHEREOF, this Merger Agreement, having first been approved by resolutions of the Boards of Directors of QuickLogic Delaware and QuickLogic California, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

QUICKLOGIC CORPORATION
a Delaware corporation

By: Bill Smithson
Bill Smithson
Vice President, Engineering

ATTEST:

Aaron J. Alter
Aaron J. Alter, Assistant Secretary

QUICKLOGIC CORPORATION
a California corporation

By: Bill Smithson
Bill Smithson
Vice President, Engineering

ATTEST:

Aaron J. Alter
Aaron J. Alter, Assistant Secretary

**QUICKLOGIC CORPORATION
OFFICER'S CERTIFICATE**

We, Bill Smithson and Aaron J. Alter certify that:

1. We are the Vice President, Engineering and Assistant Secretary of QuickLogic Corporation, a corporation duly organized and existing under the laws of the state of Delaware.
2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common	1,000

3. The principal terms of the agreement of merger in the form attached were approved by the stockholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.
4. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	Over 50% of the outstanding shares


5. The required vote of the shareholders of QuickLogic Corporation, a California corporation, was obtained.

We further declare under penalty of perjury under the laws of the State of Delaware that matters set forth in this certificate are true and correct of our own knowledge.

Date: October 6, 1999



Bill Smithson, Vice President, Engineering



Aaron J. Alter, Assistant Secretary