

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/11/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FSI International, Inc.		10/11/2012	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	TEL FSI, INC.
Street Address:	3455 Lyman Blvd.
City:	Chaska
State/Country:	MINNESOTA
Postal Code:	55318-3052
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1631352	FSI
Registration Number:	1246946	FSI
Registration Number:	2617351	FSI
Registration Number:	1696899	HELIOS
Registration Number:	2751103	MAGELLAN
Registration Number:	1560565	MERCURY
Registration Number:	3427695	ORION
Registration Number:	1696821	POLARIS
Registration Number:	3306145	YIELDUP
Registration Number:	2341602	ZETA

CORRESPONDENCE DATA

Fax Number: 6123329081

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

Phone: 612/332-5300
Email: rerickson@merchantgould.com
Correspondent Name: Scott W. Johnston
Address Line 1: P.O. Box 2910
Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:	3432.00000001
NAME OF SUBMITTER:	Scott W. Johnston
Signature:	/SWJ/
Date:	02/27/2013

Total Attachments: 6
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source=Merger#page5.tif
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**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: RB MERGER CORP.

MINNESOTA: FSI INTERNATIONAL, INC.

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: FSI INTERNATIONAL, INC.

Name of Surviving Entity after Effective Date of Merger:

TEL FSI, INC.

This certificate has been issued on: 10/11/2012



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

TRADEMARK

REEL: 004971 FRAME: 0424

2I-174

DC

Restated Arts
By Name
Req of Inc
Shares



ARTICLES OF MERGER
of
RB MERGER CORP.
into
FSI INTERNATIONAL, INC.

October 11, 2012

These Articles of Merger relate to the merger of RB Merger Corp., a Minnesota corporation ("Parent"), with and into FSI International, Inc., a Minnesota corporation ("Subsidiary").

1. The Agreement and Plan of Merger, dated as of August 13, 2012, by and among Subsidiary, Tokyo Electron Limited and Parent (the "Plan of Merger"), is attached hereto as Exhibit 1, pursuant to which Parent will merge with and into Subsidiary (as further described in the Plan of Merger, the "Merger");
2. Subsidiary has issued and outstanding an aggregate of 41,396,714 shares of common stock, no par value (the "Shares"), which, absent the provisions of Section 302A.621 of the Minnesota Business Corporation Act (the "MBCA"), would be entitled to vote on the Merger, and Parent owns, directly or indirectly through related organizations (as defined in Section 302A.011, Subd. 25), 37,259,572 Shares, or 90%, of such Shares. There exists no other class or series of capital stock of Subsidiary that, absent Section 302A.621 of the MBCA, would otherwise be entitled to vote on the Merger.
3. The Plan of Merger has been duly approved by Parent pursuant to Section 302A.621 of the MBCA.
4. In accordance with Section 3.05(a) of the Plan of Merger and Sections 302A.621, Subd. 1(4) and 302A.641, Subd. 2(f) of the MBCA, the articles of incorporation of Subsidiary are hereby amended and restated in their entirety in the form attached as Exhibit A to the Plan of Merger.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Parent has caused these Articles of Merger to be executed as of the date first written above by its respective officer thereunto duly authorized.

PARENT:

RB MERGER CORP.

By: 

Name: Zoran Papp

Title: Secretary

919415

[signature page to Articles of Merger]

TRADEMARK

REEL: 004971 FRAME: 0426

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEL FSI, INC.**

**Article 1
Name**

The name of this corporation (the "Corporation") is: TEL FSI, Inc. m

**Article 2
Registered Office**

The Corporation's registered office is located at the address of its registered agent, which is:

Martin R. Rosenbaum, Esq.
Maston Edelman Borman & Brand, LLP
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402

**Article 3
Capital**

- A. The Corporation is authorized to issue 100 shares of common stock, having no par value per share. Each share of the Corporation's common stock shall be entitled to one vote on all matters requiring a vote of the Corporation's shareholders. ✓
- B. The board of directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of common stock, the authority to issue options to purchase or subscribe for shares of common stock, and the authority to issue share-purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights may be transferable or nontransferable and separable or inseparable from the Corporation's other securities. The board of directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option price or prices at which shares may be subscribed for or purchased.

Article 4
Shareholder Rights

- A. No shareholder of the Corporation shall have any preemptive rights.
- B. No shareholder of the Corporation shall have any cumulative-voting rights.
- C. So long as the Corporation is not a "publicly held corporation," as defined under the Minnesota Statutes, any action required or permitted to be taken at a meeting of the shareholders may be taken by written action of the shareholders signed by shareholders holding the voting power that would be required to take the same action at a meeting at which all shareholders were present.

Article 5
Written Action by All Directors

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action of the board of directors signed by all of the directors.

Article 6
Amendment of Bylaws

The board of directors may from time to time, by vote of a majority of its members, make, alter, amend or rescind all or any of the bylaws of this corporation, subject to the power of the shareholders to change and repeal such bylaws.

Article 7
Limited Liability of Directors

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Amendments or repeals of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 11 2012

Mark Ritchie
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 1/17/13

Mark Ritchie

Secretary of State



By

[Signature]