

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM331360

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PEMEAS USA, Inc.		03/29/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BASF Fuel Cell, Inc.		
<b>Street Address:</b>	100 Park Avenue		
<b>City:</b>	Florham Park		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07932		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2335073	E-TEK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2129537201		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212.415.9200		
<b>Email:</b>	ny.trademark@dorsey.com		
<b>Correspondent Name:</b>	Sarah M. Robertson		
<b>Address Line 1:</b>	Dorsey & Whitney LLP		
<b>Address Line 2:</b>	51 West 52nd Street		
<b>Address Line 4:</b>	New York, NEW YORK 10019-6119		
<b>ATTORNEY DOCKET NUMBER:</b>	475405-00001		
<b>NAME OF SUBMITTER:</b>	Sarah M. Robertson		
<b>SIGNATURE:</b>	/smr/		
<b>DATE SIGNED:</b>	02/06/2015		
<b>Total Attachments: 11</b>			
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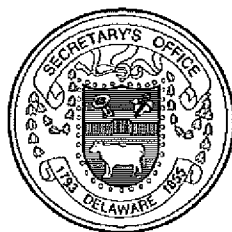
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PEMEAS USA, INC.", CHANGING ITS NAME FROM "PEMEAS USA, INC." TO "BASF FUEL CELL, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2007, AT 1:06 O'CLOCK P.M.

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



3828345 8100

070382672

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5577825

DATE: 04-09-07

TRADEMARK  
REEL: 005454 FRAME: 0856

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BASF FUEL CELL, INC.**

**ARTICLE I**  
**Name**

The name of the corporation is BASF Fuel Cell, Inc.

**ARTICLE II**  
**Registered Office and Registered Agent**

The registered office of the Corporation in the State of Delaware shall be established and maintained at the office of The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, and said corporation shall be the Registered Agent of this Corporation.

**ARTICLE III**  
**Corporate Purpose**

The purpose of 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 (the "General Corporation Law").

**ARTICLE IV**  
**Capital Stock**

The amount of the total authorized capital stock of the Corporation is one thousand, five hundred (1,500) shares, all of which will be common stock with "No Par Value".

**ARTICLE V**

**Directors**

- (1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.
- (2) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be

be liable to the Corporation or any subsidiary of the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that an Indemnifiable Party has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders of the Corporation.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article VII. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, other Sections of this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

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

**ARTICLE VIII**  
**By-Laws**

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

**ARTICLE IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
PEMEAS USA INC.

PEMEAS USA INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is PEMEAS USA INC., and the name under which the Corporation was originally incorporated is PEMEAS USA INC. The date of filing of its original Certificate of Incorporation with the Secretary of State was July 13, 2004.


2. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles I, II, and V thereof, and by adding Articles VII, VIII, and IX thereof.

3. The text of the Certificate of Incorporation as amended or supplemented theretofore is further amended to read as set forth in full on Annex A hereto.


4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, PEMEAS USA INC. has caused this Certificate to be signed by Gordon Calundann, its President, and attested by Keith H. Ansbacher, its Assistant Secretary, as of this 3 day of April, 2007.

PEMEAS USA INC .

By:   
Gordon Calundann  
President

ATTEST:

By:   
Keith H. Ansbacher  
ASSISTANT SECRETARY

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BASF FUEL CELL, INC.**

BASF FUEL CELL, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is BASF FUEL CELL, INC., and the name under which the Corporation was originally incorporated is PEMEAS USA, INC. The date of filing of its original Certificate of Incorporation with the Secretary of State was July 13, 2004.

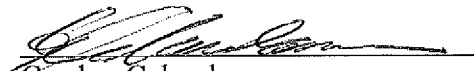
2. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles I, II, and V thereof, and by adding Articles VII, VIII, and IX thereof.

3. The text of the Certificate of Incorporation as amended or supplemented theretofore is further amended to read as set forth in full on Annex A hereto.

4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, BASF FUEL CELL, INC. has caused this Certificate to be signed by Gordon Calundann, its President, and attested by Keith H. Ansbacher, its Assistant Secretary, as of this 29 day of March, 2007.  
BASF FUEL CELL, INC.

By:

  
Gordon Calundann  
President

ATTEST:

By:

\_\_\_\_\_  
Keith H. Ansbacher  
Assistsant Secretary



) )  
**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BASF FUEL CELL, INC.**

**ARTICLE I**  
**Name**

The name of the corporation is BASF Fuel Cell, Inc.

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**ARTICLE III**  
**Corporate Purpose**

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The purpose of 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 (the "General Corporation Law").

**ARTICLE IV**  
**Capital Stock**

The amount of the total authorized capital stock of the Corporation is one thousand, five hundred (1,500) shares, all of which will be common stock with "No Par Value".

**ARTICLE V**  
**Directors**

(1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.

(2) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be ) )

personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

## ARTICLE VI

### Existence

The Corporation is to have perpetual existence.

## ARTICLE VII

### Indemnification of Directors, Officers and Others

(1) The Corporation shall indemnify any person who was or is a defendant or is threatened to be made a defendant to any threatened, pending or completed action, suit or proceeding, including, without limitation, any counterclaim, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation or any subsidiary of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (each such person being an "Indemnifiable Party"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation or any subsidiary of the Corporation, as the case may be, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or any subsidiary of the Corporation, as the case may be, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, including, without limitation, any counterclaim, by or in the right of the Corporation or any subsidiary of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an Indemnifiable Party against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation or of any subsidiary of the Corporation, as the case may be, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to

be liable to the Corporation or any subsidiary of the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that an Indemnifiable Party has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders of the Corporation.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article VII. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, other Sections of this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

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

him against such liability under the provisions of Section 145 of the Delaware General Corporation Law.

(8) For purposes of this Article VII, references to "the Corporation" shall include, in addition to the resulting Corporation, any constituent Corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; references to "subsidiary" of the Corporation shall include any corporation, partnership, joint venture, limited liability company, trust or estate of which (or in which) more than 50% of (a) the issued and outstanding capital stock having ordinary voting power to elect a majority of the Board of Directors of such corporation (irrespective of whether at the time capital stock of any other class or classes of such corporation shall or might have voting power upon the occurrence of any contingency), (b) the interest in the capital or profits of such partnership, limited liability company or joint venture, or (c) the beneficial interest in such trust or estate is at the time directly or indirectly owned or controlled by the Corporation, by the Corporation and one or more of its other subsidiaries, or by one or more of the Corporation's other subsidiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VII.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE VIII**  
**By-Laws**

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

**ARTICLE IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.