

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372550

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Velodyne Acoustics, Inc.		12/31/2015	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Velodyne Acoustics, Inc.
Street Address:	3500 South DuPont Highway
City:	Dover
State/Country:	DELAWARE
Postal Code:	19901
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	4508293	
Registration Number:	3907481	ULTRA DEFINITION LIDAR
Registration Number:	3524096	THE LIDAR THAT SEES IT ALL
Registration Number:	3662148	HIGH DEFINITION LIDAR

CORRESPONDENCE DATA

Fax Number: 6503070332
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.
Phone: 6503070332
Email: isabelle@spanolawgroup.com
Correspondent Name: joseph s spano
Address Line 1: 851 burlway road, suite 407
Address Line 4: burlingame, CALIFORNIA 94010

ATTORNEY DOCKET NUMBER:	VEL-GEN
NAME OF SUBMITTER:	Joseph S. Spano
SIGNATURE:	/Joseph S. Spano/
DATE SIGNED:	02/09/2016

OP \$115.00 4508293

Total Attachments: 3

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source=Cert-of-Merger-VEL-CA-to-VEL-DEL-redacted#page3.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VELODYNE ACOUSTICS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "VELODYNE ACOUSTICS, INC." UNDER THE NAME OF
"VELODYNE ACOUSTICS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015,
AT 10:23 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

5913736 8100M
SR# 20151602382

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10713176
Date: 12-31-15

TRADEMARK
REEL: 005727 FRAME: 0427

CERTIFICATE OF MERGER
OF

VELODYNE ACOUSTICS, INC.
(a California corporation)

WITH AND INTO

VELODYNE ACOUSTICS, INC.
(a Delaware corporation)

**PURSUANT TO TITLE 8, SECTION 252(C) OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware (“DGCL”), Velodyne Acoustics, Inc., a Delaware corporation (“Merger Sub”), hereby certifies the following information relating to the merger (the “Merger”) of Velodyne Acoustics, Inc., a California corporation (the “Company”) with and into Merger Sub:

FIRST: The name, state of incorporation, and authorized capital stock (and par value), of each of the constituent corporations in the Merger are as follows:

<u>Name of Entity</u>	<u>State</u>	<u>Authorized Capital Stock</u>	<u>Par Value</u>
Velodyne Acoustics, Inc.	Delaware		<i>Redacted</i>
Velodyne Acoustics, Inc.	California		

SECOND: The Agreement and Plan of Merger, dated as of December 31, 2015, by and among the Company, Velodyne LiDAR, Inc., a Delaware corporation, and Merger Sub, pursuant to which the Company shall be merged with and into Merger Sub, with Merger Sub as the surviving entity (the “Merger Agreement”), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of Merger Sub and the Company, in accordance with the provisions of Section 252 (as well as Section 228) of the DGCL.

THIRD: Merger Sub shall be the surviving corporation (the “Surviving Corporation”) in the Merger, and the name of the Surviving Corporation shall be Velodyne Acoustics, Inc.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be restated in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof and shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof and the DGCL.

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

Redacted