

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM592061

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	02/29/2020
<b>RESUBMIT DOCUMENT ID:</b>	900553466

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pursuit Vascular, Inc.		02/29/2020	Corporation: MINNESOTA

## RECEIVING PARTY DATA

<b>Name:</b>	ICU Medical, Inc.
<b>Street Address:</b>	951 Calle Amanecer
<b>City:</b>	San Clemente
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92673
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Registration Number:</b>	4783211	CLEARGUARD

## CORRESPONDENCE DATA

Fax Number: 6127464781

*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.*

Email: docketing@pdsdlaw.com

Correspondent Name: Pauly, DeVries Smith &amp; Deffner LLC

Address Line 1: 121 South 8th Street

Address Line 2: Suite 900

Address Line 4: Minneapolis, MINNESOTA 55402

<b>ATTORNEY DOCKET NUMBER:</b>	186.0007UST1
<b>NAME OF SUBMITTER:</b>	Kiersten M. Idzorek
<b>SIGNATURE:</b>	/Kiersten M. Idzorek/
<b>DATE SIGNED:</b>	08/14/2020

## Total Attachments: 15

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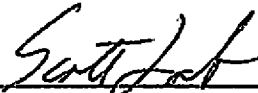
**ARTICLES OF MERGER**  
of  
**PURSUIT VASCULAR, INC.**  
with and into  
**ICU MEDICAL, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned officer of ICU Medical, Inc., a Delaware corporation ("Parent"), which is the owner of at least 90% of the outstanding capital stock (other than classes or series of capital stock that, absent Section 302A.621 of the MBCA, would not be entitled to vote on the merger) of Pursuit Vascular, Inc., a Minnesota corporation (the "Company"), hereby executes and files these Articles of Merger:

1. The Agreement and Plan of Merger, dated as of February 28, 2020 (the "Plan of Merger"), in fully executed form, is attached hereto as Exhibit A. As provided in the Agreement and Plan of Merger, Parent shall continue as the surviving corporation under the corporate name "ICU Medical, Inc."
2. Parent owns all of the outstanding shares of each class of capital stock of the Company.
3. The Plan of Merger has been duly approved by the Surviving Corporation in accordance with Section 253 of the DGCL and Sections 302A.621 and 302A.651 of the MBCA.
4. The Merger shall be effective as of 11:59 p.m. Eastern time on February 29, 2020.
5. Parent, the surviving corporation following the Merger, hereby agrees pursuant to Section 302A.621, Subdivision 4, of the MBCA:
  - (a) that, as the surviving corporation following the Merger, it may be served with process in the State of Minnesota in any proceeding for the enforcement of any obligation of the Company or Parent and in a proceeding for the enforcement of the rights, if any, of a dissenting shareholder of the Company against Parent;
  - (b) that it hereby irrevocably appoints, effective at the effective time of the Merger, the Secretary of State of Minnesota as its agent to accept service of process in any such proceeding and the address to which process may be forwarded is ICU Medical, Inc., 951 Calle Amanecer, San Clemente, CA 92673; and
  - (c) that it will promptly pay to the dissenting shareholders of the Company the amounts, if any, to which they are entitled to under the provisions of Section 302A.473 of the Minnesota Business Corporation Act with respect to the rights of dissenting shareholders.

**IN WITNESS WHEREOF**, the parties have caused these Articles of Merger to be signed by an authorized officer this 28th day of February, 2020.

ICU MEDICAL, INC.

By   
Name: Scott E. Lamb  
Title: CFO and Treasurer

**Plan of Merger**

See attached.

**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Steve Simon, 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: PURSUIT VASCULAR, INC.  
DELAWARE: ICU MEDICAL, INC.

Home Jurisdiction and Name of Surviving Entity:

DELAWARE: ICU MEDICAL, INC.

Name of Surviving Entity after Effective Date of Merger:

ICU MEDICAL, INC.

This certificate has been issued on: 02/28/2020



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

TRADEMARK

REEL: 007015 FRAME: 0735

## AGREEMENT AND PLAN OF MERGER

On this 28th day of February, 2020, Pursuit Vascular, Inc., a Minnesota corporation ("Pursuit"), and ICU Medical, Inc., a Delaware corporation ("ICU Medical"), pursuant to Sections 302A.621 and 301.651 of the Minnesota Business Corporation Act (the "MBCA") and Section 253 of the Delaware General Corporation Law (the "DGCL"), have entered into the following Agreement and Plan of Merger (the "Agreement").

### RECITALS

WHEREAS, Pursuit is a Minnesota corporation with a principal place of business at 6901 East Fish Lake Road, Suite 166, Maple Grove, MN 55369; and

WHEREAS, Pursuit filed its Articles of Incorporation with the Secretary of State of the State of Minnesota on June 26, 2009; and

WHEREAS, ICU Medical is a Delaware corporation authorized to conduct business in California with a principal place of business at 951 Calle Amanecer, San Clemente, CA 92673; and

WHEREAS, ICU Medical filed its Certificate of Incorporation with the Secretary of State of the State of Delaware Division of Corporations on January 9, 1992; and

WHEREAS, Pursuit and ICU Medical desire to merge (the "Merger"), with ICU Medical being the surviving entity and continuing operations at 951 Calle Amanecer, San Clemente, CA 92673, as hereinafter specified and evidenced by a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware in substantially the form attached as Annex A hereto and Articles of Merger to be filed with the Secretary of State of the State of Minnesota in substantially the form attached as Annex B hereto.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and of carrying the same into effect as follows:

**FIRST:** Pursuit hereby merges with and into ICU Medical and the separate existences of Pursuit shall cease. ICU Medical shall continue as a surviving Delaware corporation. The Merger shall have the effects set forth in Section 259 of the DGCL and Section 302A.641 of the MBCA.

**SECOND:** The Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of ICU Medical as in effect on the date of the Merger shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the entity surviving the Merger.

**THIRD:** Upon the effective date of the Merger, all the issued and outstanding shares of stock of Pursuit shall, by virtue of the Merger and without any additional action on the part of Pursuit or ICU Medical, be cancelled and extinguished.

**FOURTH:** The Merger shall become effective at 11:59 p.m. Eastern time on February 29, 2020.

This Agreement may be signed in counterpart and by facsimile signature or other form of electronic transmission, each of which shall constitute an original and together which shall constitute one and the same instrument.

The parties to this Agreement, pursuant to the authority duly given by their respective members, stockholders, and boards of directors, have caused this Agreement to be executed by an authorized officer of each party hereto.

**PURSUIT VASCULAR, INC.**  
a Minnesota corporation

By: 

Name: Scott E. Lamb

Title: CFO and Treasurer

**ICU MEDICAL, INC.**  
a Delaware corporation

By: 

Name: Scott E. Lamb

Title: CFO and Treasurer

*Signature page to Agreement and Plan of Merger of  
Pursuit Vascular, Inc. with and into ICU Medical, Inc.*

**TRADEMARK**  
**REEL: 007015 FRAME: 0737**





**File Numbers**

114526230005

3394429-2

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

2/28/2020 11:59:00 PM

*Steve Simon*

Steve Simon  
Secretary of State

**Certificate of Ownership and Merger of  
Pursuit Vascular, Inc., a Minnesota corporation  
with and into  
ICU Medical, Inc., a Delaware corporation**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), ICU Medical, Inc., a Delaware corporation (the "Company"), does hereby certify to the following information relating to the merger (the "Merger") of Pursuit Vascular, Inc., a Minnesota corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

**First:** The name of the surviving corporation is ICU Medical, Inc., a Delaware corporation, and the name of the corporation being merged with and into this surviving corporation is Pursuit Vascular, Inc., a Minnesota corporation.

**Second:** The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

**Third:** The Board of Directors of the Company, by resolutions duly adopted at a meeting on February 13, 2020, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL pursuant to an Agreement of Merger between the Company and Subsidiary.

**Fourth:** The Amended and Restated Certificate of Incorporation of the Company as in effect on the date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

**Fifth:** The merger is to become effective at 11:59 p.m. Eastern time on February 29, 2020.


**Sixth:** The Agreement of Merger is on file at ICU Medical, Inc., 951 Calle Amanecer, San Clemente, CA 92673, an office of the surviving corporation.

**Seventh:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

*[Signatures follow on next page.]*

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, this 28th day of February, 2020.

**ICU MEDICAL, INC.**  
a Delaware corporation

By:  \_\_\_\_\_

Name: Scott E. Lamb

Title: CFO & Treasurer

## Office of the Minnesota Secretary of State Certificate of Authority

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name in Minnesota: ICU MEDICAL, INC.

Name in Home Jurisdiction: ICU MEDICAL, INC.

File Number: 1145347500047

Minnesota Statutes, Chapter: 303

Home Jurisdiction: Delaware

This certificate has been issued on: 02/28/2020



Steve Simon  
Secretary of State  
State of Minnesota



**Office of the Minnesota Secretary of State**  
 Foreign Corporation or Cooperative | Certificate of Authority to  
 Transact Business in Minnesota  
*Minnesota Statutes, Chapter 303*



Read the instructions before completing this form.

Filing Fee: \$220 (\$70 for Nonprofit) for expedited service in-person and online filings, \$200 (\$50 for Nonprofit) if submitted by mail.

This Certificate of Authority has been approved pursuant to *Minnesota Statutes*, Chapter 303. By filing this Certificate of Authority, the company certifies that it has complied with the organization laws in the jurisdiction of its organization and that it has not filed previously with this office and been revoked and understands that if a filing was on record and revocation occurred this certificate of authority is null and void.

Note: A professional corporation governed under Chapter 319B must include an attachment with the following information: (This information is only required if this is a professional corporation.)

1. Statement that the Minnesota firm elects to operate and acknowledges that it is subject to *Minnesota Statutes*, Chapter 319B.01 to 319B.12.
2. List the professional service the corporation is authorized to provide under *Minnesota Statutes*, Chap. 319B.02, subd 19.
3. Statement that, to the extent it's generally applicable governing law conflicts or differs from those sections, the firm has made the necessary changes to the agreements and other documents controlling its structure, governance, operations and internal affairs so as to comply with those sections.

1. The legal name of this company in the Home Jurisdiction: (Required)

ICU MEDICAL, INC.

2. The alternate corporate name under which the company will do business in Minnesota, if different than the legal name listed above:

If an alternate name is used, the company certifies that its board of directors has adopted and approved the alternate name for use in Minnesota.

3. Home Jurisdiction: (Required) DELAWARE

4. The name and address of the registered agent and registered office in the State of Minnesota: (Required)

C T Corporation System

Full Name of Registered Agent

1010 DALE ST N SAINT PAUL, MN 55117-5603  
 Street Address (A PO Box by itself is not acceptable) City State Zip

By registering, the company irrevocably consents to service of process on it as provided by *Minnesota Statutes*, Chapter 303.13 and 5.25.

5. This company is a: (check one)  Nonprofit Entity  For-Profit Entity

6. Check this box if this company is a Cooperative:

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Scott Lamb Scott Lamb, CFO & Treasurer February 28, 2020  
 Signature of President, Vice-President, Sec'y, Asst. Sec'y or Authorized Agent Date

**Office of the Minnesota Secretary of State.**  
Foreign Corporation or Cooperative | Certificate of Authority to  
Transact Business in Minnesota  
*Minnesota Statutes, Chapter 303*



**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

notice@icumed.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

JESSICA KENNEDY

858-391-1136

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

**Minnesota Business Snapshot**

To better serve Minnesotans, the Secretary of State's Office has created the "Minnesota Business Snapshot," a short and simple survey produced with the input of business owners, business organizations, non-profits, and researchers from across the state. These five questions will take less than three minutes to complete, and you may answer any or all of them. There is no penalty if you choose not to provide this information. However, the answers you do provide will create a useful pool of information for potential customers and inform the analysis of our quarterly "Minnesota Economic and Business Condition Reports". We do not independently verify the answers applicants provide. Again, this survey is voluntary and the answers are considered public data. Thank you.

1. (Select up to one) - How many Minnesota – based full time employees (or FTE equivalents) does this entity currently have?

- 0-5
- 6-50
- 51-200
- 201-500
- Over 500

2. (Select all that apply) - Does the owner or a member of the ownership group of this entity self-identify as a member of any of the following communities?

- Woman
- Member of a community of color
- Veteran
- Member of a disability community
- Member of an immigrant community

**Office of the Minnesota Secretary of State**  
Foreign Corporation or Cooperative | Certificate of Authority to  
Transact Business in Minnesota  
Minnesota Statutes, Chapter 303



3. (Select up to one) - Using NAICS codes below, please select the code that best describes this entity. If you believe this entity falls into more than one category, please select the category that generates the majority of the entity's revenue.

- Agriculture, Forestry, Fishing and Hunting (Code 11)
- Mining (Code 21)
- Utilities (Code 22)
- Construction (Code 23)
- Manufacturing (Codes 31-33)
- Wholesale Trade (Code 42)
- Retail Trade (Codes 44-45)
- Transportation and Warehousing (Codes 48-49)
- Information (Code 51)
- Finance and Insurance (Code 52)
- Real Estate Rental and Leasing (Code 53)
- Professional, Scientific, and Technical Services (Code 54)
- Management of Companies and Enterprises (Code 55)
- Administrative and Support and Waste Management and Remediation Services (Code 56)
- Educational Services (Code 61)
- Health Care and Social Assistance (Code 62)
- Arts, Entertainment, and Recreation (Code 71)
- Accommodation and Food Services (Code 72)
- Other Services (except Public Administration) (Code 81)
- Public Administration (Code 92)

4. (Select up to one) Is this entity a full time or part time endeavor for those primarily responsible for operating this entity?

- Full time
- Part time

5. (Select up to one) - If applicable, what were this entity's gross revenues for the past year?

- \$0 - \$10,000
- \$10,001 - \$50,000
- \$50,001 - \$250,000
- \$250,001 - \$1M
- Over \$1M



**Work Item 1145347500047**  
**Original File Number 1145347500047**

**STATE OF MINNESOTA**  
**OFFICE OF THE SECRETARY OF STATE**  
**FILED**  
**02/28/2020 11:59 PM**

*Steve Simon*

**Steve Simon**  
**Secretary of State**