

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM645549

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/11/1994		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MERRIMAC INDUSTRIES, INC.		07/11/1994	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	MERRIMAC-NEW JERSEY, INC.		
Street Address:	41 Fairfield Place		
City:	West Caldwell		
State/Country:	NEW JERSEY		
Postal Code:	07006		
Entity Type:	Corporation: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0718174	MERRIMAC	
CORRESPONDENCE DATA			
Fax Number:	9726283616		
<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>			
Phone:	972-628-3600		
Email:	CraneTM@munckwilson.com		
Correspondent Name:	Matthew S. Anderson		
Address Line 1:	P.O. Drawer 800889		
Address Line 4:	Dallas, TEXAS 75380-0889		
ATTORNEY DOCKET NUMBER:	CRAE01-00006		
NAME OF SUBMITTER:	Matthew S. Anderson		
SIGNATURE:	/Matthew S. Anderson/		
DATE SIGNED:	05/10/2021		
Total Attachments: 5			
source=Merger_Certificate_Merrimac_Industries Inc(NY)_into_Merrimac(NJ)1994#page1.tif			
source=Merger_Certificate_Merrimac_Industries Inc(NY)_into_Merrimac(NJ)1994#page2.tif			
source=Merger_Certificate_Merrimac_Industries Inc(NY)_into_Merrimac(NJ)1994#page3.tif			

OP \$40.00 0718174

source=Merger_Certificate_Merrimac_Industries Inc(NY)_into_Merrimac(NJ)1994#page4.tif

source=Merger_Certificate_Merrimac_Industries Inc(NY)_into_Merrimac(NJ)1994#page5.tif

CERTIFICATE OF MERGER

OF

MERRIMAC INDUSTRIES, INC.

INTO

MERRIMAC-NEW JERSEY, INC.

MG B NCB
FILED

JUL 12 1994

7-12-94
LONNA R. HORTON
Secretary of State

TO: THE SECRETARY OF STATE
STATE OF NEW JERSEY

0938426

0938435

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger:

1. The names of the merging corporations are Merrimac Industries, Inc., which is a business corporation organized under the laws of the State of New York, and Merrimac-New Jersey, Inc., which is a business corporation organized under the laws of the State of New Jersey.

2. Annexed hereto and made a part hereof (as Exhibit A) is the Plan of Reorganization and Agreement of Merger (hereinafter referred to as the "Plan of Merger") is the plan of merger for merging Merrimac Industries, Inc. with and into Merrimac-New Jersey, Inc., as approved by the Board of Directors of each of said corporation.

3. The number of shares of Merrimac-New Jersey, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 50, all of which are of one class.

All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 50. The date of said consents and approval was as of June 21, 1994.

4. The number of shares of Merrimac Industries, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 1,764,014, all of which are of one class. The number of aforesaid shares which were voted for the Plan of Merger is 1,420,882 and the number of shares which voted against the Plan of Merger is 17,373. The date of said vote and approval was June 7, 1994.

5. The applicable provisions of the laws of the jurisdiction of the organization of Merrimac Industries, Inc. relating to the merger of Merrimac Industries, Inc. with and into Merrimac-New Jersey, Inc. have been complied with.

6. The effective date in the State of New Jersey of the merger herein provided for shall be as of the close of business on July 14, 1994.

0100580723

TRADEMARK

REEL: 007287 FRAME: 0163

7. Merrimac-New Jersey, Inc. will continue its existence as the surviving corporation under the name of Merrimac Industries, Inc. pursuant to the provisions of the New Jersey Business Corporation Act.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its respective President as of the 11th day of JULY, 1994.

MERRIMAC INDUSTRIES, INC.

By Eugene W. Niemiec
Name: Eugene W. Niemiec
Title: President

MERRIMAC-NEW JERSEY, INC.

By Eugene W. Niemiec
Name: Eugene W. Niemiec
Title: President

PLAN OF REORGANIZATION AND AGREEMENT OF MERGER

This Plan of Reorganization and Agreement of Merger (hereinafter called the "Merger Agreement") is made as of March 11, 1994, by and between Merrimac Industries, Inc., a New York corporation ("Merrimac NY") and Merrimac-New Jersey, Inc., a New Jersey corporation ("Merrimac NJ"). Merrimac NY and/or Merrimac NJ, when reference is made to the entity irrespective of the state of incorporation, is sometimes herein referred to as the "Company."

WITNESSETH:

WHEREAS, Merrimac NY is a corporation duly organized and existing under the laws of the State of New York;

WHEREAS, Merrimac NJ is a corporation duly organized and existing under the laws of the State of New Jersey;

WHEREAS, as of the date of this Merger Agreement, Merrimac NY has authority to issue 5,000,000 shares of common stock, par value \$.50 per share, of which 1,764,014 shares are issued and outstanding;

WHEREAS, as of the date of this Merger Agreement, Merrimac NJ has authority to issue 5,000,000 shares of common stock, par value \$.50 per share, of which 50 shares are issued and outstanding and owned by the stockholders set forth on Schedule A hereto in the amounts set forth opposite their names;

WHEREAS, the respective Boards of Directors of Merrimac NY and Merrimac NJ have determined that, for the purpose of effecting the reincorporation of Merrimac NY in the State of New Jersey, it is advisable and to their advantage and the advantage of their respective stockholders that Merrimac NY merge with and into Merrimac NJ upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of Merrimac NY and Merrimac NJ have approved this Merger Agreement and have directed that this Merger Agreement be submitted to the vote of their respective stockholders.

AGREEMENT

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that Merrimac NY shall merge with and into Merrimac NJ on the following terms, conditions and other provisions:

I. TERMS AND CONDITIONS

1.1 Merger. Subject to approval of the respective stockholders of Merrimac NY and Merrimac NJ, Merrimac NY shall be merged with and into Merrimac NJ (the "Merger"), and Merrimac NJ shall be the surviving corporation, effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

1.2 Succession. Upon the Effective Date, Merrimac NJ shall succeed to all of the rights, privileges, powers and property of Merrimac NY in the manner of and as more fully set forth in Section 14A:10-6 of the New Jersey Business Corporation Act.

1.3 Common Stock of Merrimac NY. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, par value \$.50 per share, of Merrimac NY outstanding immediately prior thereto shall be changed and converted into one fully paid and non-assessable share of the common stock of Merrimac NJ, par value \$.50 per share.

1.4 Common Stock of Merrimac NJ. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, the 50 shares of common stock, par value \$.50 per share, of Merrimac NJ outstanding immediately prior thereto shall be canceled and returned to the status of authorized but unissued shares.

1.5 Stock Certificates. Upon and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of common stock, par value \$.50 per share, of Merrimac NY shall be deemed for all purposes to evidence ownership of and to represent the shares of common stock, par value \$.50 per share, of Merrimac NJ into which the shares of Merrimac NY represented by such certificates have been converted as herein provided. The registered owner on the books and records of Merrimac NJ or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Merrimac NJ or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of Merrimac NJ evidenced by such outstanding certificate as above provided.

1.6 Options. Upon the Effective Date, Merrimac NJ will assume and continue all of Merrimac NY's stock option plans, including but not limited to its 1983 and 1993 Stock Option Plans and Stock Purchase Plan, and the outstanding and unexercised portions of all options and rights to buy common stock, par value \$.50 per share, of Merrimac NY shall become options or rights for the same number of shares of common stock, par value \$.50 per share, of Merrimac NJ, with no other changes in the terms and conditions of such options or rights, including exercise prices, and effective upon the Effective Date, Merrimac NJ hereby assumes the outstanding and unexercised portions of such options and rights and the obligations of Merrimac NY with respect thereto.

1.7 Other Employee Benefit Plans. Upon the Effective Date, Merrimac NJ will assume all obligations of Merrimac NY under any and all employee benefit plans in effect as of the Effective Date or with respect to which employee rights or accrued benefits are outstanding as of the Effective Date.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation of Merrimac NJ in effect on the Effective Date (a copy of which is attached hereto and incorporated herein by this reference), shall continue to be the Certificate of Incorporation of Merrimac NJ; ~~provided, however,~~ that on and after the Effective Date the name of Merrimac NJ shall be changed to "Merrimac Industries, Inc." The Bylaws of Merrimac NJ in effect on the Effective Date shall continue to be the Bylaws of Merrimac NJ.

2.2 Directors. The directors of Merrimac NY immediately preceding the Effective Date shall be the directors of Merrimac NJ on and after the Effective Date. Such directors of Merrimac NJ shall hold office in the classes and for the terms as in effect immediately prior to the Effective Date, and until their successors are elected and qualified or their prior resignation, removal or death.

2.3 Officers. The officers of Merrimac NY shall be the officers of Merrimac NJ upon the Effective Date and shall serve until their successors are elected and qualified or their prior resignation, removal or death.

III. MISCELLANEOUS

3.1 Further Assurances. From time to time, as and when required by Merrimac NJ or by its successors and assigns, there shall be executed and delivered on behalf of Merrimac NY such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action as shall be appropriate or necessary in order to vest or perfect, or to conform of record or otherwise, in Merrimac NJ the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Merrimac NY, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Merrimac NJ are fully authorized in the name of and on behalf of Merrimac NY or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendments. At any time before or after approval by the stockholders of Merrimac NY, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Merrimac NY and Merrimac NJ to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement.

3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either Merrimac NY or Merrimac NJ or both, notwithstanding the approval of this Merger Agreement by the stockholders of Merrimac NY.

3.4 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.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Merrimac NY and Merrimac NJ, is hereby executed on behalf of each said corporation and attested by their respective officers thereunder duly authorized.

ATTEST:

MERRIMAC INDUSTRIES, INC.,
a New York Corporation

/s/ John J. Antonich
Secretary

By: /s/ Eugene W. Niemiec
President

ATTEST:

MERRIMAC-NEW JERSEY, INC.,
a New Jersey Corporation

/s/ John J. Antonich
Secretary

By: /s/ Eugene W. Niemiec
President

Schedule A

Stockholders of Merrimac NJ

<u>Name</u>	<u>Number of Shares</u>
Paul Terranova	10
Eugene W. Niemiec	10
Charles F. Huber II	10
Arthur A. Oliner	10
Victor P. Terranova	10