

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM675688

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Respicardia, Inc.		05/06/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ZOLL Respicardia, Inc.		
Street Address:	12400 Whitewater Dr		
Internal Address:	Ste 150		
City:	Minnetonka		
State/Country:	MINNESOTA		
Postal Code:	55343		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	5142386	RESPICARDIA	
Registration Number:	5570816	ONE BREATH AT A TIME	
Registration Number:	4770585	IMPROVING HEART HEALTH	
Registration Number:	5268944	RESPISTIM	
Registration Number:	5268945	RESPIGUIDE	
Registration Number:	4092312	REMEDE	
Registration Number:	3887863	RESPICARDIA	
Registration Number:	4092342	REMEDE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	6124927717		
Email:	mhill@fredlaw.com		
Correspondent Name:	Michelle Hill		
Address Line 1:	200 SOUTH 6TH STREET, SUITE 4000		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	54907.4		

OP \$215.00 5142386

NAME OF SUBMITTER:	Michelle Hill
SIGNATURE:	/Michelle Hill/
DATE SIGNED:	09/21/2021
Total Attachments: 5 source=Respicardia to Zoll_Amended and Restated Cert of Inc#page1.tif source=Respicardia to Zoll_Amended and Restated Cert of Inc#page2.tif source=Respicardia to Zoll_Amended and Restated Cert of Inc#page3.tif source=Respicardia to Zoll_Amended and Restated Cert of Inc#page4.tif source=Respicardia to Zoll_Amended and Restated Cert of Inc#page5.tif	

**EIGHTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RESPICARDIA, INC.**

Respicardia, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Respicardia, Inc. The Corporation's Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 4, 2006 under the name Cardiac Concepts, Inc.; an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 8, 2006; a Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 23, 2008; a Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 10, 2010; a Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 5, 2011, changing its name to Respicardia, Inc.; a Certificate of Second Amendment to the Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 28, 2012; a Fourth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 29, 2013; a Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 27, 2014; a Fifth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 20, 2014; a Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 9, 2015; a Sixth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 24, 2017; and a Seventh Amended and Restated Certificate of Incorporation was filed with the Secretary of the State of Delaware on December 4, 2017.

2. This Eighth Amended and Restated Certificate of Incorporation (the "Certificate") amends, restates and integrates the provisions of the Seventh Amended and Restated Certificate of Incorporation that was filed with the Secretary of State of the State of Delaware on December 4, 2017 (the "Amended and Restated Certificate"), and was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL").

3. The text of the Amended and Restated Certificate is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I

The name of the Corporation is ZOLL Respicardia, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred (100), all of which shall be designated as common stock, par value \$0.0001 per share (the "Common Stock").

The number of authorized shares of the class of Common Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of capital stock of the Corporation irrespective of the provisions of Section 242(b)(2) of the DGCL.

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

ARTICLE V

STOCKHOLDER ACTION

Any action required or permitted to be taken by the stockholders of the Corporation may be taken or effected by a written consent of stockholders in lieu thereof.

ARTICLE VI

DIRECTORS

1. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law.

2. Election of Directors. Elections of Directors need not be by written ballot unless the Bylaws of the Corporation (the "Bylaws") shall so provide.

3. Number of Directors; Term of Office. The number of Directors of the Corporation shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. The Directors elected to each class shall hold office until their successors are duly elected and qualified or until their earlier resignation, death or removal.

4. Vacancies. Any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in the size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, shall exercise the powers of the full Board of Directors until the vacancy is filled.

5. Removal. Any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office with or without cause.

ARTICLE VII

LIMITATION OF LIABILITY

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any amendment, repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as a Director at the time of such amendment, repeal or modification.

ARTICLE VIII

AMENDMENT OF BYLAWS

1. Amendment by Directors. Except as otherwise provided by law, the Bylaws of the Corporation may be amended or repealed by the Board of Directors by the affirmative vote of a majority of the Directors then in office.

2. Amendment by Stockholders. Except as otherwise provided therein, the Bylaws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least not less than two-thirds (2/3) of the outstanding shares of capital stock entitled to vote on such amendment or repeal, voting together as a single class.


ARTICLE IX

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Certificate in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon stockholders herein are granted subject to this reservation. Except as otherwise required by this Certificate or by law, whenever any vote of the holders of capital stock of the Corporation is required to amend or repeal any provision of this Certificate, such amendment or repeal shall require the affirmative vote of the majority of the outstanding shares of capital stock entitled to vote on such amendment or repeal, and the affirmative vote of the majority of the outstanding shares of each class entitled to vote thereon as a class.

THIS EIGHTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
is executed as of this 6th day of May, 2021.

RESPICARDIA, INC.

By: 
Name: Peter Sommerness
Title: President