

TRADEMARK ASSIGNMENT COVER SHEET

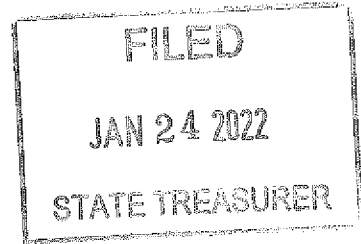
Electronic Version v1.1
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ETAS ID: TM705907

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/24/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Systron Donner Inertial, Inc.		01/19/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Emcore Corporation		
Street Address:	2015 Chestnut Street		
City:	Alhambra		
State/Country:	CALIFORNIA		
Postal Code:	91803		
Entity Type:	Corporation: NEW JERSEY		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1898649	MOTIONPAK	
Registration Number:	2911698	QDARS	
Registration Number:	2768578	SYSTRON DONNER	
CORRESPONDENCE DATA			
Fax Number:	3124635001		
<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:	312-463-5000		
Email:	bwptotm@bannerwitcoff.com		
Correspondent Name:	Richard S. Stockton		
Address Line 1:	Banner & Witcoff, Ltd.		
Address Line 2:	71 South Wacker Drive, Suite 3600		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	058346.00001		
NAME OF SUBMITTER:	Peter D. Nigrelli		
SIGNATURE:	/Peter D. Nigrelli/		
DATE SIGNED:	02/01/2022		
Total Attachments: 6			

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CERTIFICATE OF MERGER
OF
SYSTRON DONNER INERTIAL, INC.
WITH AND INTO
EMCORE CORPORATION

Pursuant to N.J.S.A.14A:10-4.1 and N.J.S.A. 14A:10-5.1 of the New Jersey Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, Emcore Corporation, a New Jersey corporation (the "Company"), hereby certifies to the following information relating to the merger (the "Merger") of Systron Donner Inertial, Inc., a Delaware corporation (the "Subsidiary") with and into the Company. The Company and the Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

FIRST: The names and states of incorporation of each of the Constituent Corporations of the Merger is as follows:

NAME	STATE OF INCORPORATION
Emcore Corporation (ID No. 0100312658) Systron Donner Inertial, Inc.	New Jersey Delaware

SECOND: An Agreement of Merger (the "Agreement of Merger") dated as of January 19, 2022 has been approved, adopted, certified, executed and acknowledged by each constituent corporations in accordance with the provisions of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation Emcore Corporation.

FOURTH: The Certificate of Incorporation of the Company as in effect immediately prior to the Merger shall continue to be the surviving corporation's Certificate of Incorporation until duly altered, amended or repealed in accordance with the provisions thereof and applicable law.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Agreement of Merger is on file at the principal place of business of the Company, located at EMCORE Corporation, 2015 Chestnut Street, Alhambra, CA 91803. A copy of the Agreement of Merger will be furnished by the Company on request and without cost, to any stockholder to any constituent corporation.

SEVENTH: The surviving corporation agrees that it may be served with process in the State of New Jersey in any action, suit or proceeding for enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in the State of New Jersey that is a

party to this merger/consolidation, and in any proceeding for enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation. The Treasurer of the State of New Jersey is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the address stated above.

The Company hereby agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligation of the Subsidiary as well as for enforcement of any obligation of the Company arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and hereby irrevocably appoints the Secretary of State of the State of Delaware as the Company's agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State to the principal place of business of the surviving corporation at 2015 Chestnut Street, Alhambra, CA 91803.

IN WITNESS WHEREOF, the Company and the Subsidiary have caused this Certificate of Merger to be signed by their respective duly authorized officers on this 19 day of January, 2022.

EMGORE CORPORATION

By: 

Name: Jeffrey Rittichier

Title: CEO

SYSTRON DONNER INERTIAL, INC.

By: 

Name: Jeffrey Rittichier

Title: President and CEO

EMCORE CORPORATION
SYSTRON DONNER INERTIAL, INC.
AGREEMENT OF MERGER

AGREEMENT OF MERGER (the "Merger Agreement") dated as of January 19, 2022, between EMCORE CORPORATION, a New Jersey corporation (the "Company") and SYSTRON DONNER INERTIAL, INC., a Delaware corporation (the "Subsidiary"). The Company and the Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

INTRODUCTORY STATEMENT

WHEREAS, the respective Boards of Directors of the Company and the Subsidiary have determined that it is advisable and in the best interests of each of such corporations that the Subsidiary merge with and into the Company upon the terms and subject to the conditions herein provided; and

WHEREAS, the respective Boards of Directors of the Company and the Subsidiary have, by resolutions duly adopted, approved this Merger Agreement.

AGREEMENTS

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for the purpose of merging the Subsidiary, subject to certain terms and conditions of the Merger and the mode of carrying the same into effect, the Company and the Subsidiary hereby agree as follows:

1 MERGER.

Subject to the terms and conditions hereof, the Subsidiary shall be merged with and into the Company, which shall be and is herein referred to as the "Surviving Corporation," and the name of which shall continue to be Emcore Corporation. The Merger shall become effective upon the filing (the "Effective Time") of the Certificate of Merger attached hereto as ATTACHMENT A with the Secretary of State of the State of Delaware and the State Treasurer of the State of New Jersey.

2 THE CONSTITUENT CORPORATIONS.

2.1 EMCORE CORPORATION

The Company was formed under the name of EMCORE Corporation. The Company's authorized capital stock consists of 100 million shares of common stock, no par value, of which 37,274,691 shares were issued and outstanding as of December 31, 2021, and

5,882,352 shares of preferred stock, no par value, of which no shares are issued and outstanding.

2.2 THE SUBSIDIARY

The Subsidiary was formed under the name of Systron Donner Inertial, Inc. The authorized capital stock of the Company consists of 5,000 shares of common stock, par value \$0.01 per share, of which one share is issued and outstanding. The Company is the Subsidiary's sole stockholder.

3 CERTIFICATE OF INCORPORATION; BYLAWS.

The Company's Certificate of Incorporation as in effect immediately prior to the Effective Time shall continue to be the Surviving Corporation's Certificate of Incorporation until duly altered, amended or repealed in accordance with the provisions thereof and applicable law. The Company's Bylaws as in effect immediately prior to the Effective Time shall continue to be the Surviving Corporation's Bylaws until duly altered, amended or repealed in accordance with the provisions thereof, the Surviving Corporation's Certificate of Incorporation and applicable law.

4 DIRECTORS AND OFFICERS.

The Company's directors and officers immediately prior to the Effective Time shall be the Surviving Corporation's directors and officers and will hold office from the Effective Time until their respective successors shall have been duly elected or appointed and qualified in the manner provided in the Surviving Corporation's Certificate of Incorporation and Bylaws, or as otherwise provided by law.

5 SUCCESSION.

At the Effective Time, the Subsidiary's separate corporate existence shall cease, and the Subsidiary shall be merged with and into the Company, which, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public or a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, all as provided under Chapter 10 of the New Jersey Business Corporation Act and Section 259 of the General Corporation Law of the State of Delaware.

6 FURTHER ASSURANCES.

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on the Subsidiary's behalf such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiary, and otherwise to carry out the purposes of this Merger Agreement, and the

Surviving Corporation's officers and directors are fully authorized in the Subsidiary's name and on the Subsidiary's behalf or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7 CONVERSION OF SHARES AT THE EFFECTIVE TIME.

7.1 EMCORE CORPORATION

Each share of the Company's common stock issued and outstanding immediately prior to the Effective Time, shall remain outstanding and unchanged after the Merger as shares of the Surviving Corporation.

7.2 THE SUBSIDIARY

All of the outstanding shares of the Subsidiary's common stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall automatically be canceled.

8 SERVICE OF PROCESS.

The Company hereby agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligation of the Subsidiary as well as for enforcement of any obligation of the Company arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and hereby irrevocably appoints the Secretary of State of the State of Delaware as the Company's agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State to the principal place of business of the Company at 2015 Chestnut Street, Alhambra, CA 91803.

9 APPROVAL.

The Merger of the Subsidiary with and into the Company is intended to comply with N.J.S.A. 14A:10-7(4) and 10-5.1 and Sections 252 of General Corporation Law of the State of Delaware.

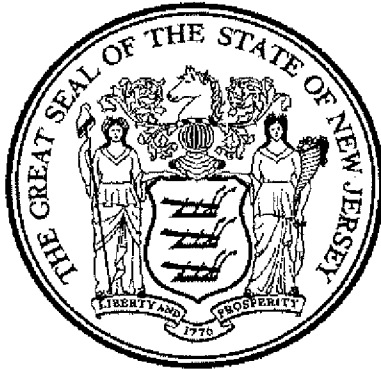
10 ABANDONMENT.

At any time prior to the Effective Time, this Merger may be abandoned by the Boards of Directors of any of the Constituent Companies.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0100312658

EMCORE CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
January 24, 2022
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 143622619

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
25th day of January, 2022*

A handwritten signature in black ink, appearing to read 'Elizabeth Maher Muoio'.

*Elizabeth Maher Muoio
State Treasurer*