

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI31314

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/02/2023

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PhenomeX Inc.	FORMERLY Berkeley Lights, Inc.	10/02/2023	Corporation: DELAWARE
Bird Mergersub Corporation		10/02/2023	Corporation: DELAWARE

RECEIVING PARTY DATA

Company Name:	Bruker Cellular Analysis, Inc.
Street Address:	5858 Horton Street, Suite 320
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	98082272	PHENOMEBIO
Registration Number:	5267815	BERKELEY LIGHTS
Registration Number:	5330771	BEACON
Registration Number:	5456205	B BERKELEY LIGHTS
Registration Number:	6263729	OPTOSELECT
Registration Number:	6411050	CAS
Registration Number:	6443881	NANOPEN
Registration Number:	6452434	OPTOSEQ
Registration Number:	6523877	OPTO
Registration Number:	6590885	LIGHTNING
Registration Number:	6611256	BLI
Registration Number:	6625290	OEP
Registration Number:	6709259	B

CORRESPONDENCE DATA

Fax Number: 4153939887

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: (415)954-0200
Email: IP-squiretm@squirepb.com
Correspondent Name: Caroline H. Mead
Address Line 1: Squire Patton Boggs (US) LLP
Address Line 2: 555 California Street, Suite 550
Address Line 4: San Francisco, CALIFORNIA 94104

ATTORNEY DOCKET NUMBER:	114953.00012
NAME OF SUBMITTER:	MARJORIE JOST
SIGNATURE:	MARJORIE JOST
DATE SIGNED:	02/15/2024

Total Attachments: 7

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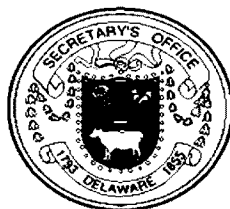
Delaware


The First State

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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:

"BIRD MERGERSUB CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PHENOMEX INC." UNDER THE NAME OF "BRUKER CELLULAR ANALYSIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2023, AT 8:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4961743 8100M
SR# 20233621026

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

Authentication: 204281144
Date: 10-02-23

TRADEMARK
REEL: 008346 FRAME: 0400

CERTIFICATE OF MERGER
OF
BIRD MERGERSUB CORPORATION.
WITH AND INTO
PHENOMEX INC.
October 2, 2023

Pursuant to Section 251 of the Delaware General Corporation Law (the “DGCL”), the undersigned corporation hereby certifies as follows:

1. The name and state of incorporation of each constituent corporation is PhenomeX Inc., a Delaware corporation, (the “Corporation”), and Bird Mergersub Corporation, a Delaware corporation (“Merger Sub” and together with the Corporation, the “Constituent Corporations”).

2. An Agreement and Plan of Merger, dated as of August 17, 2023 (the “Merger Agreement”), by and among Bruker Corporation, a Delaware corporation, Merger Sub and the Corporation, pursuant to which Merger Sub will merge with and into the Corporation, with the Corporation as the surviving corporation (the “Merger”), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(h) of the DGCL and adopted by the sole stockholder of Merger Sub in accordance with Section 211 and 228 of the DGCL.

3. The name of the surviving corporation (the “Surviving Corporation”) of the Merger shall be “Bruker Cellular Analysis, Inc.”

4. The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto upon the effective time of the Merger and, as so amended and restated, shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable legal requirements.

5. The Merger is to become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

6. The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 40 Manning Road, Billerica, MA 01821.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of either Constituent Corporation.

[Remainder of page left intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, this certificate has been executed by a duly authorized officer of the Surviving Corporation as of the date first written above.

PHENOMEX INC.

By: Scott Chaplin
Name: Scott Chaplin
Title: Chief Legal Officer

[Signature Page to Certificate of Merger]

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Exhibit A

Amended and Restated Certificate of Incorporation

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

BRUKER CELLULAR ANALYSIS, INC.

1. The name of this corporation is Bruker Cellular Analysis, Inc. (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, 19808 County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), as from time to time amended.
4. The total number of shares of stock which the Corporation shall have authority to issue is one thousand hundred (1,000) shares of common stock, \$0.001 par value per share (the "Common Stock"). Shares of the Common Stock may be issued from time to time as the Board of Directors of the Corporation (the "Board") shall determine and on such terms and for such consideration as shall be fixed by the Board. The amount of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote.
5. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.
6. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given in accordance with DGCL Section 228.
7. In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the bylaws of the Corporation (the "Bylaws") by a majority vote at any regular or special meeting or by written consent, subject to the power of the stockholders to alter, amend and repeal Bylaws made by the Board.
8. No director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except to the extent such an exemption from liability or limitation thereof is not permitted under the DGCL as presently in effect or as the same may hereafter be amended.

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No amendment to, modification of, or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any state of facts existing or any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal. If, after this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, the DGCL or such other law is amended 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 or such other law, as so amended.

9.

- (a) To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended after approval by the stockholders of this Section 9 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, automatically and without further action, upon the date of such amendment.
- (b) The indemnification provided by this Section 9 is not exclusive of other indemnification rights arising under any bylaw, agreement, vote of directors or stockholders or otherwise, and shall inure to the benefit of the heirs and legal representatives of such Indemnitee (defined below). The Corporation, to the fullest extent permitted by law, shall indemnify and advance expenses to any person (the "Indemnitee") made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate, is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.
- (c) The Corporation, to the fullest extent permitted by law, may indemnify and advance expenses to any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate, is or was an employee or agent of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as an employee or agent at the request of the Corporation or any predecessor to the Corporation.
- (d) Any Indemnitee shall be deemed to have met the standard of conduct required for such indemnification unless the contrary has been established by a final, non-appealable judgment by a court of competent jurisdiction.
- (e) As between the Corporation and affiliates of the Corporation (other than its direct or indirect subsidiaries) who provide indemnification to the Indemnitees for their service

to, or on behalf of, the Corporation (collectively, the “Affiliate Indemnitors”) (i) the Corporation is the indemnitor of first resort with respect to all claims indemnifiable pursuant to Section 9(a) against any such Indemnitee (i.e., the Corporation's obligations to such Indemnitees are primary and any obligation of any Affiliate Indemnitor to advance expenses or to provide indemnification for the same loss or liability incurred by such Indemnitees is secondary), (ii) the Corporation shall be required to advance the full amount of expenses incurred by any such Indemnitee and shall be liable for the full amount of all liability and loss suffered by such Indemnitee (including expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement and reasonably incurred by such Indemnitee), without regard to any rights any such Indemnitee may have against any Affiliate Indemnitor and (iii) the Corporation irrevocably waives, relinquishes and releases each Affiliate Indemnitor from any and all claims against such Affiliate Indemnitor for contribution, subrogation or any other recovery of any kind in respect thereof. The Corporation shall indemnify each Affiliate Indemnitor directly for any amounts that such Affiliate Indemnitor pay as indemnification or advancement on behalf of any such Indemnitee and for which such Indemnitee may be entitled to indemnification from the Corporation pursuant to Section 9(a). No advancement or payment by any Affiliate Indemnitor on behalf of any such Indemnitee with respect to any claim for which such Indemnitee has sought indemnification from the Corporation shall affect the foregoing and the Affiliate Indemnitors shall be subrogated to the extent of such advancement or payment to all of the rights of recovery of such Indemnitee against the Corporation.

(f) Neither any amendment nor repeal of this Section 9, nor the adoption by amendment of this Amended and Restated Certificate of Incorporation of any provision inconsistent with this Section 9, shall eliminate or reduce the effect of this Section 9 in respect of any matter occurring, or any action or proceeding accruing or arising (or that, but for this Section 9, would accrue or arise) prior to such amendment or repeal or adoption of an inconsistent provision.

10. The Board reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.