

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM518653

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/01/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
STEAG SCR-Tech, Inc.		02/26/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cormetech, Inc.		
<b>Street Address:</b>	11707 Steele Creek Road		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28273		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3935948	SELECTIVE IMPREGNATION	
<b>Registration Number:</b>	5522203	SELECTIVE IMPREGNATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8032559831		
<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>			
<b>Phone:</b>	704-417-3126		
<b>Email:</b>	ip@nelsonmullins.com		
<b>Correspondent Name:</b>	SUSAN S. JACKSON		
<b>Address Line 1:</b>	301 S. COLLEGE STREET		
<b>Address Line 2:</b>	NELSON MULLINS RILEY & SCARBOROUGH LLP, 23RD FL.		
<b>Address Line 4:</b>	CHARLOTTE, NORTH CAROLINA 28202		
<b>NAME OF SUBMITTER:</b>	Susan S. Jackson		
<b>SIGNATURE:</b>	/Susan S. Jackson/		
<b>DATE SIGNED:</b>	04/11/2019		
<b>Total Attachments: 6</b>			
source=DE Certificate of Merger_STEAG SCR-Tech, Inc. into Cormetech, Inc#page1.tif			
source=DE Certificate of Merger_STEAG SCR-Tech, Inc. into Cormetech, Inc#page2.tif			
source=DE Certificate of Merger_STEAG SCR-Tech, Inc. into Cormetech, Inc#page3.tif			

CH \$65.00 3935948

source=DE Certificate of Merger\_STEAG SCR-Tech, Inc. into Cormetech, Inc#page4.tif  
source=DE Certificate of Merger\_STEAG SCR-Tech, Inc. into Cormetech, Inc#page5.tif  
source=DE Certificate of Merger\_STEAG SCR-Tech, Inc. into Cormetech, Inc#page6.tif

**CERTIFICATE OF MERGER**

**STATE OF DELAWARE**

**CERTIFICATE OF MERGER OF  
STEAG SCR-TECH, INC., A DELAWARE CORPORATION  
WITH AND INTO  
CORMETECH, INC., A DELAWARE CORPORATION**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed this Certificate of Merger:

FIRST: The name of the surviving corporation is Cormetech, Inc., and the name of the corporation being merged into this surviving corporation is STEAG SCR-Tech, Inc.

SECOND: The Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Cormetech, Inc., a Delaware corporation.

FOURTH: The Amended and Restated Certificate of Incorporation of the surviving corporation is attached as Exhibit A.

FIFTH: The merger is to become effective on March 1, 2018, at 1:00 p.m., Charlotte, North Carolina time.

SIXTH: The Plan of Merger is on file at 11707 Steele Creek Road, Charlotte, North Carolina 28273, the place of business of the surviving corporation.

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

*[Signature page follows]*

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, the 26th day of February, 2018.

**CORMETECH, INC.**

By: 

Name: Michael F. Mattes

Title: President & CEO

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CORMETECH, INC.**

**FIRST:** The name of the corporation is Cormetech, Inc. (the "Corporation").

**SECOND:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware then in effect (the "DGCL").

**THIRD:** The registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company.

**FOURTH:** The total number of shares of capital stock that the Corporation is authorized to issue is 320,000 shares, consisting of a total of 200,000 shares of Class A Common Stock, \$0.001 par value (the "Class A Stock"), 100,000 shares of Class B Common Stock, \$0.001 par value (the "Class B Stock"), and 20,000 shares of Class C Common Stock, \$0.001 par value (the "Class C Stock").

**Capital Stock**

Except as expressly set forth in this Article FOURTH, the Class A Stock, the Class B Stock and the Class C Stock (together, the "Common Stock") shall have the same powers, privileges, rights, limitations, restrictions and qualifications, and shall rank equally, share ratably and be identical in all respects as to all matters.

(a) **Voting.**

(i) Except as otherwise provided herein or by applicable law, the holders of Class A Stock and Class B Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation.

(ii) Each holder of Class A Stock shall be entitled to cast one vote for each share of Class A Stock held of record as of the applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(iii) Each holder of Class B Stock shall be entitled to cast one vote for each share of Class B Stock held of record as of the applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(iv) Except as otherwise provided herein or by applicable law, none of the holders of Class C Stock shall be entitled to cast any vote for such shares on any matter on which the stockholders of the Corporation shall be entitled to vote, and shares of Class C Stock shall

not be included in determining the number of shares voting or entitled to vote on any such matters; provided that the holders of Class C Stock shall have the right to vote as a separate class on any merger or consolidation of the Corporation with or into another entity or entities, or any recapitalization or reorganization, in which shares of Class C Stock would receive or be exchanged for consideration different on a per share basis from consideration received with respect to or in exchange for the shares of Class A Stock or would otherwise be treated differently from shares of Class A Stock in connection with such transaction. Notwithstanding the foregoing, holders of Class C Stock shall be entitled to vote as a separate class on any amendment to this paragraph (iv) of this Section (a) that is adverse to such holders.

(b) Dividends. The holders of Common Stock shall be entitled to share on a *pari passu* basis, as a single class, in such dividends and other distributions of cash, property or shares of the Corporation as may be declared by the board of directors of the Corporation (the "Board") from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor. If, at any time, a dividend or other distribution in cash, property or shares of the Corporation is declared or paid on any shares of Common Stock, a like dividend or other distribution in cash or other property shall also be declared or paid, on all shares of Common Stock, provided that the number, amount and value of the dividend or other distribution declared or paid to each share of Class B Stock shall be eleven-ninths of the number, amount and value declared or paid to each share of Class A Stock or Class C Stock.

(c) Liquidation. Except as otherwise provided by the DGCL, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation (each, a "Liquidation Event"), the holders of Common Stock shall be entitled to share on a *pari passu* basis, as a single class, in the distribution of all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock; provided that the number, amount and value of the distribution declared or paid to each share of Class B Stock shall be eleven-ninths of the number, amount and value declared or paid to each share of Class A Stock or Class C Stock. For purposes of this paragraph, a merger, statutory share exchange, consolidation or similar corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), or the sale, transfer or lease by the Corporation of all or substantially all its assets shall constitute and be deemed a Liquidation Event.

(d) Reclassifications. In the case of any split, subdivision, combination or reclassification of any of the shares of Class A Stock, Class B Stock or Class C Stock, the shares of all other classes of Common Stock shall also be split, subdivided, combined or reclassified so that the respective numbers of shares of Class A Stock, Class B Stock and Class C Stock outstanding immediately following such split, subdivision, combination or reclassification shall bear the same relationship to each other as did the respective numbers of shares of Class A Stock, Class B Stock and Class C Stock outstanding immediately prior to such split, subdivision, combination or reclassification, such that the relative voting rights, dividend rights and distribution rights of the shares of Class A Stock, Class B Stock and Class C Stock remain the same.

(e) Conversion of Class B Stock.

(i) Conversion Rights. Each share of Class B Stock shall be convertible into eleven ninths of a share of fully paid and nonassessable Class A Stock at the option of the holder thereof at any time upon written notice to the Corporation at its principal corporate offices or to the transfer agent of the Corporation, if any. Such notice shall state the number of shares of Class B Stock being converted and shall be accompanied by the share certificate or certificates, if any, representing such shares being converted. If not all the shares of Class B Stock represented by such certificate or certificates are being converted, the Corporation shall cause a new certificate (if the shares are to be certificated) representing the number of shares of Class B Stock that were not converted to be issued to the holder thereof.

(ii) Mechanics of Conversion. The Board may, from time to time, establish such mechanics and procedures relating to the conversion of the Class B Stock to Class A Stock and the general administration of the three class common share structure of the Corporation, including the issuance of share certificates with respect thereto, as it may deem necessary or advisable. The issuance of certificates for shares of Class A Stock issuable upon the conversion of shares of Class B Stock held by the registered holder thereof shall be made without charge to the converting holder for any tax imposed on the Corporation in respect to the issue thereof. The Corporation shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issuance and delivery of any certificate in a name other than that of the registered holder of the shares being converted, and the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issuance thereof shall have paid to the Corporation the amount of such tax or has established to the satisfaction of the Corporation that such tax has been paid or that payment of tax is not required.

(iii) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Stock, solely for the purpose of effecting the conversion of the shares of Class B Stock, such number of its shares of Class A Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Stock, and if at any time the number of authorized but unissued shares of Class A Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class B Stock, in addition to such other remedies as shall be available to the holder of such Class B Stock, as the case may be, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Class A Stock to such number of shares as shall be sufficient for such purposes, including using its best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation. The Corporation shall also use its best efforts to take all such actions as may be necessary to ensure that all shares of Class A Stock issuable upon conversion of the Class B Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any securities exchange upon which shares of Class A Stock may be listed; provided that this sentence shall not require the Corporation to register any of the shares of Class A Stock issuable upon conversion of the Class B Stock under federal securities laws. The Corporation shall use its best efforts to not take any action which would cause the number of authorized but unissued shares of Class A Stock issuable upon conversion of the Class B Stock to be less than the number of such shares required to be reserved hereunder for conversion of the Class B Stock.

(f) No Impairment. The Corporation will not, by amendment of this Certificate of Incorporation or through any change of control, reorganization, recapitalization, transfer of assets, Liquidation Event, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Article FOURTH and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Class B Stock against impairment.

(g) Severability. If any power, privilege, right or limitation, restriction or qualification of the Common Stock set forth in this Article FOURTH is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other powers, privileges, rights and limitations, restrictions, or qualifications set forth in this Article FOURTH that can be given effect without the invalid, unlawful or unenforceable power, privilege, right, or limitation, restriction or qualification herein set forth shall, nevertheless, remain in full force and effect, and no power, privilege, right, or limitation, restriction or qualification herein set forth shall be deemed dependent upon any other such power, privilege, right or limitation, restriction or qualification unless so expressed herein.

FIFTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the DGCL. Any repeal or modification of this Article FIFTH shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SIXTH: The Board shall have the power to adopt, amend and repeal the by-laws of the Corporation (the "By-Laws"). Any By-Laws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders, and the powers conferred in this Article SIXTH shall not abrogate the right of the stockholders to adopt, amend and repeal By-Laws.

SEVENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal the provisions in this Certificate of Incorporation and in any certificate amendatory hereof and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder or thereunder are granted subject to such reservation.

EIGHTH: Election of directors need not be by written ballot unless the By-Laws shall so provide.

\* \* \* \* \*