

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM668114

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/28/2021
RESUBMIT DOCUMENT ID:	900624026

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pentek Technologies, LLC		05/28/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Pentek Systems, Inc.
Street Address:	Saddle River Plaza, One Park Way
City:	Upper Saddle River
State/Country:	NEW JERSEY
Postal Code:	07458
Entity Type:	Corporation: NEW JERSEY

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2117887	PENTEK
Registration Number:	2601740	READYFLOW
Registration Number:	2507809	COTSWARE
Registration Number:	3968426	COBALT
Registration Number:	2775523	GATEFLOW
Registration Number:	3097451	SYSTEMFLOW
Registration Number:	4321692	ONYX
Registration Number:	4201155	TALON
Registration Number:	4395976	GATEXPRESS
Registration Number:	4399633	BANDIT
Registration Number:	4699104	FLEXOR
Registration Number:	4851227	QUICKPAC
Registration Number:	4851230	SPARK
Registration Number:	4945476	FLEXORSET
Registration Number:	5737700	JADE
Registration Number:	5707744	NAVIGATOR
Registration Number:	5925774	QUARTZ

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CORRESPONDENCE DATA**Fax Number:** 5616596313*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:** 561-653-5000**Email:** ip@akerman.com**Correspondent Name:** Mark D. Passler, Akerman LLP**Address Line 1:** 777 S. Flagler Drive**Address Line 2:** Suite 1100, West Tower**Address Line 4:** West Palm Beach, FLORIDA 33401

ATTORNEY DOCKET NUMBER:	384210
NAME OF SUBMITTER:	Mark D. Passler
SIGNATURE:	/Mark D. Passler/
DATE SIGNED:	08/17/2021

Total Attachments: 8

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") has been adopted as of May 28, 2021, by Pentek Technologies, LLC, a Delaware limited liability company (the "Merging Company") and Pentek Systems, Inc., a New Jersey corporation (the "Surviving Corporation").

RECITALS:

The sole member of the Merging Company (the "Member") and the sole shareholder of the Surviving Corporation (the "Shareholder") have determined that it is advisable and in the best interest of each of the Merging Company and the Surviving Corporation that the Merging Company be merged with and into the Surviving Corporation on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I: THE MERGER

1.1 Power; Assets; Liabilities. On the Effective Date (as defined below), the separate existence of the Merging Company shall cease and the Merging Company shall be merged into the Surviving Corporation under the Delaware Limited Liability Company Act and the New Jersey Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Corporation. All and every other property and interest of the Merging Company shall be the property and interest of the Surviving Corporation to the same extent as the Merging Company. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Company shall not revert or in any way be impaired by reason of this Merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

1.2 Certificate of Incorporation. The certificate of incorporation of the Surviving Corporation, as filed with the New Jersey State Treasurer (the "Certificate of Incorporation"), shall continue to be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended.

1.3 Bylaws. On the Effective Date, the bylaws of the Surviving Corporation (the "Bylaws"), as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter amended.

1.4 Conversion of Membership Interests. On the Effective Date, 100% of the membership interests in the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and

shall cease to exist, and no shares of the Surviving Corporation or other property will be issued in exchange therefor. Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

ARTICLE II: THE PLAN OF MERGER

2.1 Approval. The Plan of Merger was approved by the Member of the Merging Company by written consent dated as of date hereof and was approved by the Shareholder of the Surviving Corporation by written consent dated as of date hereof.

2.2 Effective Date of Merger. The Merger shall be effective on the date set forth in the Certificate of Merger to be filed with the New Jersey State Treasurer (the "Effective Date").

2.3 Amendments. The Member of the Merging Company and the Shareholder of the Surviving Corporation may amend or terminate this Plan of Merger to the full extent provided pursuant to applicable law.

2.4 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the internal laws of the State of New Jersey without giving effect to the provisions thereof regarding conflict of laws.

2.5 Counterparts. This Plan of Merger may be executed in counterparts and by facsimile and other electronic means including .pdf, each of which shall be deemed an original and an effective execution of this Plan of Merger, and all of which together shall constitute one Plan of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned through their duly authorized representatives have executed this Agreement and Plan of Merger as of the date first above written.

SURVIVING CORPORATION:

PENTEK SYSTEMS, INC.

By: 

Name: Christopher C. Cambria

Title: Executive Vice President, General
Counsel and Secretary

MERGING COMPANY:

PENTEK TECHNOLOGIES, LLC

By: 

Name: Christopher C. Cambria

Title: Executive Vice President, General
Counsel and Secretary

[Signature Page to Plan of Merger]

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:

"PENTEK TECHNOLOGIES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "PENTEK SYSTEMS, INC." UNDER THE NAME OF "PENTEK SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2021, AT 12:34 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5957036 8100M
SR# 20212207233

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

Authentication: 203322787
Date: 05-28-21

TRADEMARK
REEL: 007388 FRAME: 0126

**CERTIFICATE OF MERGER
OF
PENTEK TECHNOLOGIES, LLC,
INTO
PENTEK SYSTEMS, INC.**

PURSUANT TO TITLE 6, SECTION 18-209 OF THE DELAWARE
LIMITED LIABILITY COMPANY ACT

The undersigned limited liability company, Pentek Technologies, LLC, organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: The name of the surviving foreign corporation is Pentek Systems, Inc. (the "Surviving Corporation") and the jurisdiction in which this corporation was formed is the state of New Jersey.

SECOND: That the name of the domestic limited liability company being merged into the Surviving Corporation is Pentek Technologies, LLC (the "Merging Company") and the jurisdiction in which this corporation was formed is the state of Delaware.

THIRD: That an Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by both the Surviving Corporation and the Merging Company.

FIFTH: The Merger shall be effective upon filing.

SIXTH: That the executed Merger Agreement is on file at the office of the Surviving Corporation. The address of such office of the Surviving Corporation is 50 Minuteman Road, Andover, MA 01760.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Surviving Corporation or any member of the Merging Company, or any other person holding an interest in any other business entity which is to merge or consolidate.

EIGHTH: the Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Merging Company, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to it by the Secretary of State at the following address: 50 Minuteman Road, Andover, MA 01760.

[Signature on the next page]

In witness whereof, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 28 day of May, 2021.

SURVIVING COMPANY:

PENTEK SYSTEMS, INC.

By: 

Name: Christopher C. Cambria

Title: Executive Vice President, General
Counsel and Secretary

[Signature Page to Certificate of Merger]