



Tab settings ▼

To the Honorable Commissioner of Patents

100934718

attached original documents or copy thereof.

1. Name of conveying party(ies):

Bourns Instruments, Inc.

MRED
1/4/99

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: BOURNS, INC.

Internal Address: 1200 Columbia Avenue
Riverside, CA 92507

United States of America

Street Address: 1200 Columbia Avenue

City: Riverside State: CA ZIP: 92507

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: May 21, 1993
and July 15, 1993

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

4,765,188 - 4,958,520 - 4,600,912
and 4,586,109

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Howard J. Klein
Name: Klein & Szekeres, LLP
Internal Address: 4199 Campus Drive
Suite 700
Irvine, CA 92612
Street Address: 4199 Campus Drive
Suite 700
City: Irvine State: CA ZIP: 92612

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed
- Authorized to be charged to deposit account

100E

8. Deposit account number:

02-3280

(Attach duplicate copy of this page if paying by deposit account)

01/05/1999 INQUIRY 00000324 023200 4765188

01 EC:581 160.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Howard J. Klein, Reg.#: 28,727
Name of Person Signing

Signature

Dec 29, 1998

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
BOURNS INSTRUMENTS, INC.
a Delaware corporation

Pursuant to Section 228(a) of the Delaware General Corporation Law, the undersigned, being the sole stockholder of Bourns Instruments, Inc., a Delaware corporation, does hereby adopt the following recitals and resolutions:

WHEREAS, Bourns, Inc., a California corporation ("Bourns"), owns all of the issued and outstanding shares of common stock of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation and Bourns that this corporation be merged with and into Bourns, with Bourns being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation be merged with and into Bourns, its parent corporation (the "Merger"), pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law and in accordance with Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code");

RESOLVED FURTHER, that Bourns assume all of the obligations and liabilities of this corporation upon the effectiveness of the Merger;

RESOLVED FURTHER, that the distribution of all of the assets of this corporation pursuant to the Merger shall constitute a plan of complete liquidation of this corporation and shall in all particulars conform to the requirements of Sections 332 and 337 of the Code; and

RESOLVED FURTHER, that the Merger shall be effective upon the date of filing a Certificate of Ownership with the California Secretary of State and a Certificate of Ownership and Merger with the Delaware Secretary of State.

SMLR03FD.WP .06

This Written Consent shall be filed in the minute book of this corporation and shall become part of the records of this corporation.

Dated: May 21, 1993

BOURNS, INC.

By: Gordon L. Bourns
[title] President

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

BOURNS INSTRUMENTS, INC.

With and Into

BOURNS, INC.

Bourns, Inc., a corporation organized and existing under the laws of the State of California (the "Corporation"), does hereby certify as follows that:

FIRST: The Corporation was organized on 12/24/52 pursuant to the General Corporation Law of the State of California.

SECOND: The Corporation owns 100 percent of the issued and outstanding shares of common stock of Bourns Instruments, Inc., a corporation incorporated on 5/29/79 pursuant to the General Corporation Law of the State of Delaware ("Bourns Instruments");

THIRD: By resolution duly adopted by its Board of Directors on May 21, 1993, the Corporation approved the merger of Bourns Instruments with and into itself pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law, effective upon the filing of a Certificate of Ownership with the California Secretary of State and this Certificate of Ownership and Merger with the Delaware Secretary of State, and that such resolution reads as follows:

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge Bourns Instruments, its wholly-owned subsidiary, with and into itself (the "Merger"), and assume all of the obligations and liabilities of Bourns Instruments pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law and in accordance with Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code").

FOURTH: The Corporation, the surviving corporation, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Bourns Instruments, as well as enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the


right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and does hereby irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is:

Mr. Neal C. Weaver
c/o Bourns, Inc.
1200 Columbia Avenue
Riverside, California 92507

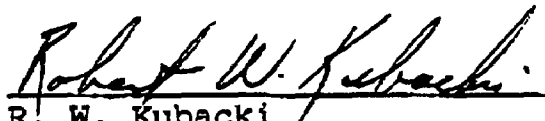
IN WITNESS WHEREOF, BOURNS, INC. has caused this Certificate of Ownership and Merger to be duly executed by its President and attested by its Secretary this 21st day of May, 1993.

BOURNS, INC.

By:


Gordon L. Bourns
President

ATTEST:


R. W. Kubacki
Secretary

CERTIFICATE OF OWNERSHIP

Gordon L. Bourns and R. W. Kubacki hereby certify that:

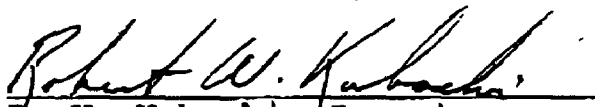
1. They are the President and the Secretary, respectively, of Bourns, Inc., a California corporation (the "Corporation").
2. The Corporation owns all of the issued and outstanding shares of common stock of Bourns Instruments, Inc., a Delaware corporation ("Bourns Instruments").
3. The Board of Directors of the Corporation duly adopted the following resolution:

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge Bourns Instruments, its wholly-owned subsidiary, with and into itself (the "Merger"), and assume all of the obligations and liabilities of Bourns Instruments pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law, and in accordance with Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code")."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May 21, 1993


Gordon L. Bourns, President


R. W. Kubacki, Secretary

C E R T I F I C A T E

I, WILLIAM P. McKENNA, Vice President of BOURNS INSTRUMENTS, INC., a Delaware corporation, do hereby certify that the following resolution was duly adopted at a consent meeting of the Board of Directors of said corporation held on June 9, 1993, and that no action had been taken to rescind, amend or modify said resolution prior to the dissolution of BOURNS INSTRUMENTS, INC.:

WHEREAS, Bourns, Inc., a California corporation ("Bourns"), owns all of the issued and outstanding shares of common stock of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation and Bourns that this corporation be merged with and into Bourns, with Bourns being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation be merged with and into Bourns, its parent corporation (the "Merger"), pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law and in accordance with Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Code");

RESOLVED FURTHER, that Bourns assume all of the obligations and liabilities of this corporation upon the effectiveness of the Merger;

RESOLVED FURTHER, that the distribution of all of the assets of this corporation pursuant to the Merger shall constitute a plan of complete liquidation of the corporation and shall in all particulars conform to the requirements of Sections 332 and 337 of the Code;

RESOLVED FURTHER, that the Merger shall be effective upon the date of filing a Certificate of Ownership with the California Secretary of State and a Certificate of Ownership and Merger with the Delaware Secretary of State; and

RESOLVED FURTHER, that the officers of this corporation, and any of them, be, and they hereby are, authorized, empowered and directed for and on behalf of this corporation and in its name to take such action as such officer or officers may in this or her or their reasonable discretion deem necessary, appropriate or advisable in order to carry out the intent of the foregoing resolutions, including, without limitation, the filing of a Form 966 with the Internal Revenue Service.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of July, 1993.



W. P. McKenna, Vice President