

11-19-2002



COVER SHEET

U.S. Department of Commerce
Patent and Trademark Office

11-17-02

To the Honorable
FINANCE

102285008

d the attached original documents or copy thereof.

1. Name of conveying party(ies):

HAUSER, INC. (a Colorado Corporation)

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

Name and address of receiving party(ies)

Name: HAUSER, INC. (a Delaware Corporation)

Street address: 4161 Specialty Place, Longmont, CO 80504

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

3. Nature of conveyance:

☐ Assignment

☒ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: December 9, 1999

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)

U.S. PAT. NO. 5,356,928;

U.S. PAT. NO. 5,412,116;

U.S. PAT. NO. 5,679,807;

U.S. PAT. NO. 5,808,113;

U.S. PAT. NO. 5,792,877;

U.S. PAT. NO. 5,334,732;

U.S. PAT. NO. 5,364,947;

U.S. PAT. NO. 5,449,790;

U.S. PAT. NO. 5,629,433;

U.S. PAT. NO. 5,336,684;

U.S. PAT. NO. 5,892,063.

Additional numbers attached? ☐ Yes ☒ No

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

Name: Steven C. Petersen

Internal Address: Hogan & Hartson LLP

One Tabor Center

1200 17th Street, Suite 1500

Street Address: same as above

City: Denver State: CO Zip: 80202

6. Total number of applications and patents involved: 11

7. Total fee (37 CFR 3.41) \$ 440.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

50-1123

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

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.*

Steven Petersen

Name of Person signing

Signature

11/12/02

Date

Total number of pages including cover sheet, attachments and document: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

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C.T. CORP. SYSTEM

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ARTICLES OF MERGER

OF

HAUSER, INC.

(a Colorado corporation)

WITH AND INTO

(a Delaware corporation)

RECEIVED: ()
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 SECRETARY OF STATE
 12-09-1999 11:19:51

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: An Agreement and Plan of Merger, dated as of December 8, 1999 (the "Merger Agreement") between Hauser, Inc., a Colorado corporation ("HAUSER-Col") and Hauser, Inc., a Delaware corporation ("HAUSER-Del") has been duly adopted providing for the merger of HAUSER-Col and HAUSER-Del resulting in HAUSER-Del being the survivor. The Plan of Merger is set forth as Exhibit "A".

SECOND: With respect to HAUSER-Col, shareholder approval of the Merger Agreement was required. The number of votes cast for the Merger Agreement by each group entitled to vote separately on the merger was sufficient for approval by that group.

With respect to HAUSER-Del, shareholder approval of the Merger Agreement was not required.

THIRD: Immediately before the merger, HAUSER-Col owned at least ninety percent of the outstanding shares of each class of HAUSER-Del.

The effective date of the merger is December 9, 1999. The effective date complies with Section 7-111-104(5) of the Colorado Business Corporations Act.

FOURTH: The surviving corporation is organized under the laws of the State of Delaware and the address of its principal office is 5555 Airport Boulevard, Boulder, CO 80301.

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C.I. CORP. SYSTEM

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IN WITNESS WHEREOF, Hauser, Inc., a Delaware corporation, has caused this Certificate of Merger to be signed by Volker Wypyszyk, its authorized officer, this 9th day of December, 1999.

IN WITNESS WHEREOF, Hauser, Inc., a Colorado corporation, has caused this Certificate of Merger to be signed by Volker Wypyszyk, its authorized officer, this 9th day of December, 1999.

HAUSER, INC. (Delaware)

By: Volker Wypyszyk
President

HAUSER, INC. (Colorado)

By: Volker Wypyszyk
President

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C.T. CORP. SYSTEM

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of this 8th day of December, 1999, between Hauser, Inc., a Delaware corporation ("HAUSER-DEL"), and Hauser, Inc., a Colorado corporation ("HAUSER-COL"). HAUSER-DEL and HAUSER-COL are sometimes hereinafter referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations."

WHEREAS, the Board of Directors of each of the Constituent Corporations has determined that it is advisable and in the best interests of each such corporation to merge (the "Merger") HAUSER-COL with and into HAUSER-DEL upon the terms and subject to the conditions herein provided; and

WHEREAS, the Board of Directors of each of the Constituent Corporations has, by resolution duly adopted, approved this Agreement and Plan of Merger and directed that it be executed by the undersigned officers and that it be submitted to a vote of their respective stockholders.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

FIRST: (a) The name of each Constituent Corporation in the Merger is as follows:

Hauser, Inc.
Hauser, Inc.

(b) HAUSER-DEL shall be the surviving corporation in the Merger (the "Surviving Corporation"), and following the Merger its name shall continue to be Hauser, Inc.

SECOND: As to HAUSER-COL and HAUSER-DEL, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

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Name of Corporation	Designation and number shares in each class or series outstanding	Class or Series of Shares entitled to Vote	Shares entitled to vote as a class or series
HAUSER-COL	Common Stock 5,183,175 Shares	N/A	N/A
HAUSER-DEL	Common Stock 100,000 Shares	N/A	N/A

THIRD: The terms and conditions of the Merger, including the manner and basis of converting the shares of HAUSER-COL into shares of HAUSER-DEL are as follows:

(a) At 5:00 p.m. on the date on which the certificate of merger is filed with the Secretary of State of the State of Delaware (the "Effective Time"), the separate existence of HAUSER-COL shall cease and HAUSER-COL shall be merged with and into HAUSER-DEL, and HAUSER-DEL shall be the Surviving Corporation.

(b) At the Effective Time, (i) each share of common stock, \$0.001 par value, of HAUSER-COL that is issued and outstanding immediately before the Effective Time shall be canceled and extinguished and shall be converted into one share in HAUSER-DEL; and (ii) each share of common stock, \$0.001 par value, of HAUSER-DEL that is issued and outstanding immediately before the Effective Time shall be canceled and returned to the status of authorized but unissued shares.

(c) At the Effective Time, if any options or rights granted to purchase shares of Common Stock of HAUSER-COL remain

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outstanding, then the Surviving Corporation will assume outstanding and unexercised portions of such options and such options shall be changed and converted into options to purchase common stock of the Surviving Corporation, such that an option to purchase one share of common Stock of HAUSER-COL shall be converted into an option to purchase one share of common stock of HAUSER-DEL. No other changes in the terms and conditions of such options will occur.

(d) At the Effective Time, (i) the Certificate of Incorporation of HAUSER-DEL as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, (ii) the By-laws of HAUSER-DEL as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation, (iii) the directors and officers of HAUSER-COL holding such positions immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation; and (iv) the name of the Surviving Corporation shall be Hauser, Inc.

FOURTH: No amendments or changes will be made to the Certificate of Incorporation of the Surviving Corporation in the Merger.

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FIFTH: The foregoing Agreement and Plan of Merger was duly adopted by the Board of Directors of each Constituent Corporation on the dates set forth below:

NAME OF CORPORATIONDATE OF ADOPTION

HAUSER-COL

December 8, 1999

HAUSER-DEL

December 8, 1999

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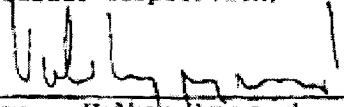
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IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

HAUSER, INC.
(a Colorado corporation)

By: 
Name: Volker Wypyszyk
Title: Co-Chief Executive Officer and President

HAUSER, INC.
(a Delaware corporation)

By: 
Name: Volker Wypyszyk
Title: President

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95%

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