

09-15-2003

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Form PTO-1595
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Microtune, Inc.

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

3. Nature of Conveyance:

☐ Assignment

☒ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: June 9, 2000

2. Name and address of receiving party(ies)

Name: Microtune (Texas), Inc.

Internal Address:

Street Address:
2201 Tenth Street

City: Plano

State: TX

Zip: 75074

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

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

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

A. Patent Application No.(s):

10/459,125

B. Patent No.(s):

Additional numbers attached? ☐ Yes ☒ No

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

Name: R. Ross Viguet

FULBRIGHT & JAWORSKI L.L.P.

Internal Address: Atty. Dkt.: 49581/P009D1/10307203

Street Address:

2200 Ross Avenue, Suite 2800

City:
Dallas

State:
TX

Zip:
75201-2784

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

☒ Enclosed

☐ Authorized to be charged to deposit account

☐ Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number:

06-2380

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

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.

R. Ross Viguet

Name of Person Signing

Signature

September 8, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 17

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: MS Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: September 8, 2003

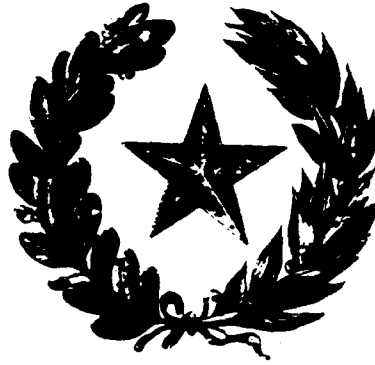
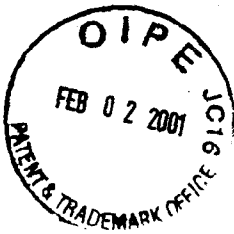
Signature:

Lisa de Cordova

(Lisa deCordova)

25334183.1

PATENT
REEL: 014476 FRAME: 0907



The State of Texas

SECRETARY OF STATE

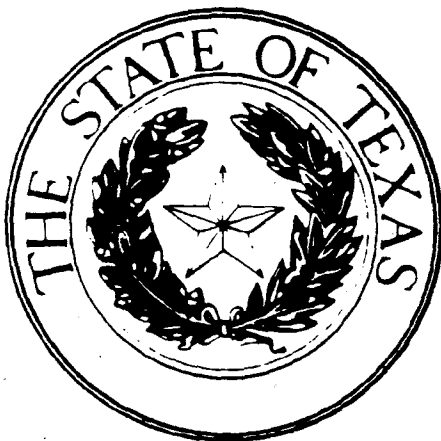
IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

MICROTUNE (TEXAS), INC.
FILE NO. 1401233-00

ARTICLES OF AMENDMENT
ARTICLES OF MERGER

AUGUST 21, 1996
JUNE 9, 2000

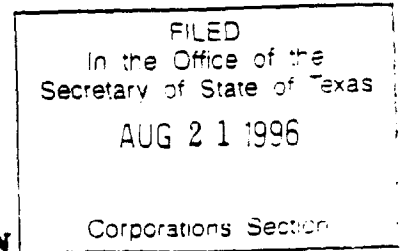
IT IS FURTHER CERTIFIED that the records of this office reveal the subsequent filing of Articles of Conversion which were filed on DECEMBER 21, 2000. A copy of the document is unavailable at this time because it is being processed for permanent retention as a public record.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 8, 2001.

Henry Cuellar
Secretary of State DAE

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PATENT
REEL: 014476 FRAME: 0909

The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

<u>Number of Shares</u>	<u>Class</u>	<u>Series (If any)</u>	<u>Par Value per Share of Statement That Shares are Without Par Value</u>
20,000,000	Common		\$0.001
5,000,000	Preferred	A	\$0.001
300,000	Preferred	B	\$0.001
4,700,000	Preferred	Undesignated	\$0.001

The Corporation shall from time to time in accordance with the laws of the State of Texas increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

With respect to the Undesignated Preferred Stock, the Board of Directors of the Corporation shall have authority to establish series of shares of the Preferred Stock by fixing and determining the relative rights and preferences of the shares of the series so established in accordance with and to the extent permitted by the applicable provisions of the Texas Business Corporation Act, and to increase or decrease the number of shares within each such series, except that the Board of Directors may not decrease the number of shares within a series to less than the number of shares within such series that are then issued and may not increase or decrease the number of shares in a series if prohibited by the resolution or resolutions adopted by the Board of Directors providing for such series of Preferred Stock. Each such series of Preferred Stock shall have distinctive serial designations.

Without limiting the generality of the foregoing, each series of Preferred Stock

- (a) may have such number of shares;
- (b) may have such voting powers, full or limited, or may be without voting powers;
- (c) may be subject to redemption at such time or times and at such prices;
- (d) may be entitled to receive distributions (which may be cumulative, noncumulative or partially cumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock;
- (e) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation;
- (f) may be made convertible into shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation at such ratios or prices, and with such adjustments;

For purposes of this Section 1, unless the context otherwise requires, a "distribution" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, payable other than in Common Stock, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

Section 2. Liquidation Preference.

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, distributions to the shareholders of the Corporation shall be made in the following manner:

(a) The holders of the Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, the amount of \$2.58 per share of Series A Preferred Stock and \$3.33 per share of Series B Preferred Stock then held by them (adjusted for any subdivisions, combinations, consolidations, or stock distributions or stock dividends with respect to such shares effected after the date these Amended and Restated Articles were filed with the Secretary of State) plus an amount equal to all declared but unpaid dividends on the Preferred Stock. If the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full aforesaid preferential amounts to which each such holder is entitled.

(b) After payment has been made to the holders of the Preferred Stock of the full amounts to which they shall be entitled as set forth in Section 2(a) above, then the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed ratably among the holders of the Common Stock in a manner such that the amount distributed to each holder of Common Stock shall equal the amount obtained by multiplying the entire remaining assets and funds of the Corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the number of shares of Common Stock then held by such holder, and the denominator of which shall be the total number of shares of Common Stock then outstanding.

(c) For purposes of this Section 2, a merger or consolidation of the Corporation with or into any other corporation or corporations, or a merger of any other corporation or corporations into the Corporation, unless the shareholders of the Corporation immediately following such transaction directly or indirectly own greater than fifty percent (50%) of the total voting power of the surviving or acquiring corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation.

(d) Notwithstanding Sections 2(a) and 2(b) hereof, the Corporation may at any time, out of funds legally available therefor, repurchase shares of Common Stock of the Corporation issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon

Section 3 Conversion.

Conversion Price. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same, provided, however, that in the event of an automatic conversion pursuant to Section 3(b), the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, or in the case of automatic conversion immediately prior to the closing of the offering or on the effective date of such written consent, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions, Stock Dividends, Combinations or Consolidations of Common Stock. In the event the Corporation effects a subdivision or combination of its outstanding shares of Common Stock into a greater or smaller number of shares without a proportionate and corresponding subdivision or combination of its outstanding shares of Preferred Stock, then and in each such event the Conversion Price shall be proportionally decreased or increased, respectively.

(ii) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 3, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their shares of Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 3 with respect to the rights of the holders of the Preferred Stock.

(iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock:

(1) at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 20 days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally or by messenger or given by express or first class mail, postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of this Corporation.

Section 4. Voting Rights.

Except as otherwise required by law or by Section 5 hereof, the holder of each share of Common Stock issued and outstanding shall have one vote with respect to such share and the holder of each share of Preferred Stock shall be entitled with respect to such share to a number of votes equal to the number of shares of Common Stock into which such share of Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, such votes to be counted together with all other shares of stock of the Company having general voting power and not separately as a class. Holders of Common Stock and Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes by the holders of Preferred Stock shall not, however, be permitted and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) be rounded to the nearest whole number.

Section 5. Covenants.

In addition to any other rights provided by law, so long as any Preferred Stock shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Preferred Stock, voting together as a single class:

(a) repurchase or redeem any Preferred Stock;

Section 2. Repeal or Modification.

Any amendment, repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of an agent of this Corporation relating to acts or omissions occurring prior to such amendment, repeal or modification.

ARTICLE TEN

The holders of capital stock of the Corporation shall not be entitled to preemptive rights under the Texas Business Corporations Act, and such rights are hereby denied as permitted by such act.

ARTICLE ELEVEN

The holders of capital stock of the Corporation shall not be entitled to cumulate votes for the election of directors, and the cumulation of votes by such holders is hereby prohibited as permitted by the Texas Business Corporation Act."

ARTICLE THREE

No shares have been issued.

Dated August 19, 1996

Resonance Cable, Inc.



Douglas J. Bartek, President



FILED
in the Office of the
Secretary of State of Texas

JUN 09 2000

Corporations Section

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Microtune Merger Corporation, a Delaware corporation ("MMCI"), and Microtune, Inc., a business corporation organized under the laws of the State of Texas ("Microtune"), hereby execute the following articles of merger, resulting in Microtune, Inc., being the surviving corporation.

1. The names of the corporations participating in the merger and the State under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
Microtune Merger Corporation	: Delaware
Microtune, Inc.	: Texas

2. The number of outstanding shares of MMCI, and the number of shares voting for and against the merger are:

Common Stock Outstanding	: 1,000
For	: 1,000
Against	: 0

3. Microtune Holding Company, Inc., a wholly owned subsidiary of Microtune, is the owner of all the outstanding shares of the capital stock of MMCI.

4. The number of outstanding shares of Microtune, and the number of shares voting for and against the merger are:

Common Stock Outstanding	: 8,205,894
Preferred Stock Outstanding	: 11,148,598
For	: 17,298,721
Against	: 0
Abstaining	: 0

5. The laws of the State under which MMCI is organized permit such merger.

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6. The approval of the agreement and plan of merger was duly authorized by all action required by the law under which MMCI was incorporated or organized and by its constituent documents.

7. The name of the surviving corporation is Microtune, Inc. and it is to be governed by the laws of the State of Texas. MMCI shall cease to exist.

8. Microtune, the surviving corporation, will assume and be responsible for the payment of any fees and franchise taxes of MMCI.

9. The Agreement and Plan of Merger has been approved by Microtune as required by applicable law. A copy of the board and shareholder resolutions approving the agreement and plan of merger in accordance with Article 5.04 (1)(b) of the Texas Business Corporation Act are attached hereto as *Exhibit A* and *Exhibit B*, respectively.

10. The address of the surviving corporation's registered office and the jurisdiction under whose laws it is governed:

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
800 Brazos
Austin, TX 78701

The surviving corporation will be governed by Texas law.

11. The Articles of Incorporation of Microtune shall be the Articles of Incorporation of the surviving corporation, and the following amendments to such Articles of Incorporation are to be effected by the merger: change of the name of Microtune to: Microtune (Texas), Inc.

12. An executed Agreement and Plan of Merger is on file at the principal place of business of the surviving foreign corporation, at the address set forth below:

Microtune, Inc.
2540 East Plano Parkway, Suite 188
Plano, Texas 75074

13. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, upon written request and without cost, to each shareholder of Microtune Merger Corporation, Inc., a Delaware corporation, that is a party to or created by the Agreement and Plan of Merger, to any creditor or any obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

DATED as of the 8th day of June, 2000.

Microtune, Inc.
a Texas corporation

By: Douglas J. Bartek
Douglas J. Bartek, Chief Executive Officer
and Chairman

Microtune Merger Corporation, Inc.
a Delaware corporation

By: Douglas J. Bartek
Douglas J. Bartek, President



EXHIBIT A

Microtune Board Resolutions

Approval of Plan and Agreement of Merger

RESOLVED: That it is deemed advisable and in the best interests of the Corporation and its stockholders that the Corporation become a party to a Plan and Agreement of Merger in substantially the same form attached hereto as Exhibit L (the "Merger Agreement"), whereby the Corporation will merge into Microtune Acquisition Company, Inc. (the "Acquisition Company"), an affiliate of Microtune Holding Company, Inc., with the Corporation being the surviving corporation.

RESOLVED FURTHER: That the Merger Agreement between the Corporation and the Acquisition Company is hereby approved, subject to such changes as may be negotiated and approved by the officers of the Corporation.

RESOLVED FURTHER: That the officers of the Corporation are authorized and directed to execute and deliver such agreements, to file or cause the filing of any documents with the Secretary of State of the State of Delaware and the State of Texas, or other appropriate authorities, and to take any and all other actions necessary or appropriate to execute the Merger Agreement and to effectuate the merger contemplated therein.

RESOLVED FURTHER: That the Merger Agreement is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any succeeding law).



EXHIBIT B

Microtune Shareholder Resolutions

Approval of Agreement and Plan of Merger

RESOLVED: That the shareholders deem it advisable and in the best interests of the Texas Company that the Texas Company become a party to an Agreement and Plan of Merger in substantially the same form attached hereto as Exhibit C (the "Merger Agreement") whereby Microtune Merger Corporation, Inc. (the "Acquisition Company"), a wholly-owned subsidiary of Microtune Holding Company, Inc., will merge into the Texas Company (the "Merger") with the Texas Company being the surviving corporation.

RESOLVED FURTHER: That the Merger Agreement between the Texas Company and the Acquisition Company is hereby approved, subject to such changes as may be negotiated and approved by the officers of the Texas Company.

RESOLVED FURTHER: That the officers of the Texas Company are authorized and directed to execute and deliver such agreements, to file or cause the filing of any documents with the Secretary of State of the State of Delaware and the State of Texas, or other appropriate authorities, and to take any and all other actions necessary or appropriate to execute the Merger Agreement and to effectuate the Merger contemplated therein.

RESOLVED FURTHER: That the officers of the Texas Company are authorized and directed to take any further actions which they, in consultation with counsel, deem necessary or advisable in order to provide the maximum protection available to the directors and officers of the Texas Company under Delaware law and to carry out the intent and accomplish the purposes of the foregoing resolutions.