

09-24-2003



Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): 9-22-03 Proxima Corporation, a Delaware Corporation. Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: InFocus Corporation Internal Address: Street Address: 27700B SW Parkway Ave. City: Wilsonville State: OR Zip: 97070 Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 02/26/03

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) 5,504,501 Additional numbers attached? [] Yes [x] No

6. Total number of applications and patents involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: SCHWABE, WILLIAMSON & WYATT, PC Internal Address: Aloysius T.C. AuYeung Street Address: Suites 1600-1900 1211 SW Fifth Ave. City: Portland State: OR Zip: 97204

7. Total fee (37 CFR 3.41).....\$ 40.00 [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Aloysius T.C. AuYeung, Reg. No. 35,432 Name of Person Signing Signature Date 9/18/03

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

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

09/23/2003 6T0N11 0000061 5504501

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40.00 OP

PATENT REEL: 014499 FRAME: 0861

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, *BILL BRADBURY*, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

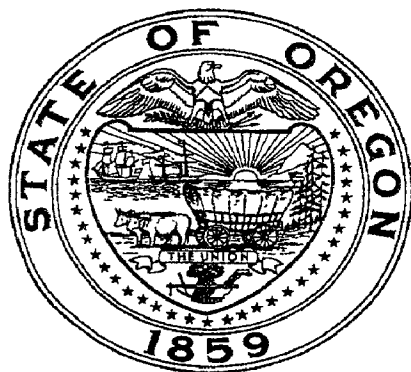
*That the attached copy of the
Articles of
Merger
filed on
February 26, 2003
for*

INFOCUS CORPORATION

*is a true copy of the original document
that has been filed with this office.*

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State



By *Jana S Breneman*
Jana S. Breneman
August 29, 2003

Come visit us on the internet at <http://www.filinginoregon.com>

FAX (503) 378-4381

1101

PATENT
REEL: 014499 FRAME: 0862



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Merger

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

FEB 26 2003

OREGON
SECRETARY OF STATE

SURVIVOR
REGISTRY NUMBER: 05145586

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record.
We must release this information to all parties upon request and it may be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION InFocus Corporation

Oregon Registry Number 051455-86

6) NAME OF SUBSIDIARY CORPORATION Proxima Corporation

~~Oregon Registry Number~~ Delaware Corporation *NR*

7) NAME OF SURVIVING CORPORATION InFocus Corporation

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

John V. Harker

Signature
John V. Harker
INFOCUS CORPORATION

Title

President, CEO, Chairman

11) CONTACT NAME (To resolve questions with this filing)

Stephen J. Connolly

DAYTIME PHONE NUMBER (Include area code.)

(503) 228-3939

FEEES

Required Processing Fee \$20 - Processing Fees are nonrefundable.
Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

John V. Harker
2/26/03

PLAN AND AGREEMENT OF MERGER

DATE: December 20, 2002

PARTIES: INFOCUS CORPORATION,
an Oregon corporation
27700B S.W. Parkway Avenue
Wilsonville, Oregon 97070-9215 "InFocus"

PROXIMA CORPORATION,
a Delaware corporation
27700B S.W. Parkway Avenue
Wilsonville, Oregon 97070-9215 "Proxima"

RECITALS

A. InFocus is a corporation duly organized and existing under the laws of the State of Oregon;

B. InFocus owns all of the issued and outstanding shares of capital stock of Proxima, which is a corporation duly organized and existing under the laws of the State of Delaware;

C. InFocus and Proxima are hereinafter sometimes referred to jointly as the "Constituent Corporations";

D. The Board of Directors of each Constituent Corporation has approved the merger of Proxima with and into InFocus in accordance with the terms of this Plan and Agreement of Merger;

E. InFocus will, under the terms of the merger, be the surviving corporation and the corporate existence of Proxima will cease; and

F. The Constituent Corporations intend for the merger to be effected pursuant to Section 60.491 of the Oregon Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware, but to be treated, for federal income tax purposes, as a plan of liquidation and a distribution by Proxima of all of its assets to InFocus in a complete liquidation under IRC § 332, or as a transfer of assets pursuant to a plan of reorganization under IRC § 368;

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein, and in order to set forth the terms and conditions of the merger and the mode of carrying the same into effect, the parties agree as follows:

AGREEMENT

1. Merger of Constituent Corporations.

1.1 Merger. At the Effective Date, Proxima shall be merged with and into InFocus; the separate corporate existence of Proxima shall cease; and InFocus shall survive as a corporation under its present name (the "Surviving Corporation"), organized under and governed by the laws of the State of Oregon.

1.2 Effect of Merger. At the Effective Date, all rights, privileges, powers and franchises, both of a public as well as of a private nature, of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation; title to all property, real, personal and mixed, of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation without reversion or impairment; and all debts and liabilities of the Constituent Corporations shall attach to the Surviving Corporation; all in the manner and with the effect set forth in Section 60.497 of the Oregon Business Corporation Act and Section 259 of the General Corporation Law of the State of Delaware.

1.3 Further Assurances. From time to time after the Effective Date, the officers and directors of Proxima last in office shall execute and deliver such deeds and other instruments and shall cause to be taken such further actions as shall reasonably be necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, immunities, and franchises of Proxima.

1.4 Effective Date. The merger herein contemplated shall become effective on the latter of the following two dates (herein referred to as the "Effective Date"): the date on which a Certificate of Ownership and Merger shall be filed with the Secretary of State of Delaware in the manner required by the General Corporation Law of the State of Delaware, or the date on which Articles of Merger shall be filed with the Secretary of State of Oregon in the manner required by the Oregon Business Corporation Act.

2. Articles of Incorporation, Bylaws, Directors and Officers. At the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of InFocus as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until the same are amended in accordance with applicable law.

2.2 Bylaws. The Bylaws of InFocus as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation until the same are amended or repealed, or until new Bylaws are adopted, as provided therein.

2.3 Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of those persons who are the Board of Directors of InFocus immediately prior to the Effective Date, and they shall hold office in each case until their respective successors are duly elected and qualify. The officers of the Surviving Corporation

shall be those persons who are the officers of InFocus immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the Board of Directors of the Surviving Corporation.

3. **Conversion of Stock.** At the Effective Date each share of common stock of Proxima that is issued and outstanding immediately prior to the Effective Date shall, by virtue of this merger and without any further action by the holder thereof, be canceled for all purposes whatsoever.

4. **Miscellaneous Provisions.**

4.1 **IRC § 332 and § 368.** Notwithstanding anything express or implied herein to the contrary, this Agreement shall be treated, for purposes of IRC § 332 and § 368, as a plan of liquidation and a distribution by Proxima of all of its assets to InFocus in a complete liquidation under IRC § 332, or as a transfer of assets pursuant to a plan of reorganization under IRC § 368.

4.2 **Waiver of Statutory Mailing Requirement.** InFocus, as the sole shareholder of Proxima, has approved the consummation of the merger contemplated hereby. InFocus acknowledges receipt of a copy of this Agreement and hereby waives any mailing requirements set forth in the Oregon Business Corporation Act.

4.3 **Termination.** This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date by mutual agreement of the Boards of Directors of the Constituent Corporations. If this merger is terminated, this Agreement shall become null and void, each party shall bear its own expenses, and there shall be no liability on the part of the Constituent Corporations, their respective Boards of Directors, or shareholders.

4.4 **Entire Agreement.** This document is the entire, final and complete agreement and understanding of the parties with respect to the merger contemplated hereby, and supersedes and replaces all written and oral agreements or understandings heretofore made or existing by and between the parties or their representatives with respect thereto.

4.5 **Amendment.** This Agreement may be amended at any time prior to the Effective Date with the approval of the respective Boards of Directors of the Constituent Corporations. No amendment of this Agreement shall be valid, however, unless the same is in writing and signed by a duly authorized representative of each Constituent Corporation.

4.6 **Binding Effect.** All rights, remedies and liabilities herein given to or imposed upon the parties shall extend to, inure to the benefit of and bind, as the circumstances may require, the parties and their respective successors and assigns.

4.7 **Severability.** In the event any provision or portion of this Agreement is held to be unenforceable or invalid by any court of competent jurisdiction, the remainder of this Agreement shall remain in full force and effect and shall in no way be affected or invalidated thereby.

051455-86

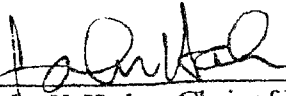
4.8 **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original instrument and all of which together shall constitute a single agreement.

4.9 **Service of Process.** InFocus, as the surviving corporation, does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Proxima, as well as for enforcement of any obligation of InFocus arising from the merger herein provided for, including any suit or other proceeding to enforce the right, if any, of any stockholder of Proxima as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

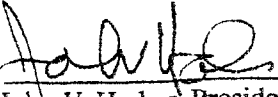
InFocus Corporation
ATTENTION: General Counsel/Legal Department
27700B S.W. Parkway Avenue
Wilsonville, OR 97070

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be executed on the day and year first above written.

INFOCUS CORPORATION,
an Oregon corporation

By: 
John V. Harker, Chair of Board,
President and CEO

PROXIMA CORPORATION,
an Delaware corporation

By: 
John V. Harker, President

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