

Form PTO-1595 (Rev. 11-08)
OMB No. 0651-0027 (exp. 12/31/2008)

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

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

UTC Fuel Cells, LLC

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

2. Name and address of receiving party(ies)

Name: UTC Power Corporation

Internal Address: _____

Street Address: 195 Governor's Highway

City: South Windsor

State: Connecticut

Country: US Zip: 06074

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 12/21/2006

☐ Assignment

☐ Merger

☐ Security Agreement

☒ Change of Name

☐ Joint Research Agreement

☐ Government Interest Assignment

☐ Executive Order 9424, Confirmatory License

☐ Other _____

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

10/867,305

Additional numbers attached? ☐ Yes ☐ No

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

Name: George A. Coury

Internal Address: Bachman & LaPointe, P.C.

Street Address: 900 Chapel Street, Suite 1201

City: New Haven

State: Connecticut Zip: 06510-2802

Phone Number: 203-777-6628

Fax Number: 203-865-0297

Email Address: docket@bachlap.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

☒ Authorized to be charged to deposit account

☐ Enclosed

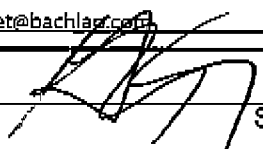
☐ None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 02-0184

Authorized User Name George A. Coury

9. Signature:



Signature

December 1, 2008

Date

George A. Coury

Name of Person Signing

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

9

Documents to be recorded (including cover sheet) should be faxed to (571) 271-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

700392455

PATENT
REEL: 021904 FRAME: 0296

CH \$40.00 020184 10867305

Delaware

PAGE 1

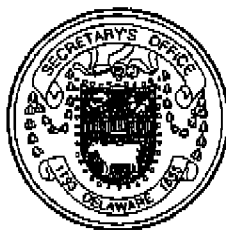
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "UTC FUEL CELLS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "UTC FUEL CELLS, LLC" TO "UTC POWER CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2888666 8100V
061177662



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315644

DATE: 12-28-06

PATENT
REEL: 021904 FRAME: 0297

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "UTC POWER CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 6:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2888666 8100V

061177662

A handwritten signature in cursive script that reads "Harriet Smith Windsor".

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315644

DATE: 12-28-06

PATENT
REEL: 021904 FRAME: 0298

FROM CT WILMINGTON - TEAM 6
State of Delaware
Secretary of State
Division of Corporations
Delivered 06:56 PM 12/21/2006
FILED 06:56 PM 12/21/2006
SRV 061177662 - 2888666 FILE

(THU) 12:28:06 12:43 DT: 15:42 NO. 4862777213 P. 2

CERTIFICATE OF CONVERSION
OF
A LIMITED LIABILITY COMPANY TO A CORPORATION

(UTC Fuel Cells, LLC, a Delaware limited liability company, to
UTC Power Corporation, a Delaware corporation)

Under Section 265 of the Delaware General Corporation Law and Section 18-216 of the
Delaware Limited Liability Company Act:

It is hereby certified that:

1. The entity, a limited liability company organized under the laws of the State of Delaware, was formed on or about April 24 1998.
2. The name of the entity immediately prior to the filing of this Certificate of Conversion is "UTC Fuel Cells, LLC."
3. The name of the corporation as set forth in its Certificate of Incorporation filed concurrently with this Certificate of Conversion in the office of the Secretary of State of Delaware is "UTC Power Corporation."
4. This Certificate of Conversion shall become effective at 12:02 a.m. on January 1, 2007.

[Remainder of page intentionally left blank]

01/21/08

FROM CT WILMINGTON - TEAM 6

(THU) 12-28-06 13:43:31 13:42 NO. 486317/2010 P. 7

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21st day of
December, 2006.

UTC FUEL CELLS, LLC

United Technologies Corporation,
As: Sole Member

By: 

Name: Debra A. Valentine
Authorized Person

FROM CT WILMINGTON - TEAM 6
State of Delaware
Secretary of State
Division of Corporations
Delivered 06:56 PM 12/21/2006
FILED 06:56 PM 12/21/2006
SRV 061177662 - 2888666 FILE

(THU) 12-20-06 15:42 EST 15:42 NO. 4863777018 1 4

CERTIFICATE OF INCORPORATION

OF

UTC POWER CORPORATION

The undersigned incorporator hereby forms a corporation (the "Corporation") by the conversion to a corporation of UTC Fuel Cells, LLC under the Delaware General Corporation Law, as amended from time to time (the "General Corporation Law").

FIRST: The name of the Corporation is:

UTC Power Corporation

SECOND: The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The number of shares of stock which the Corporation shall have authority to issue is TWENTY THOUSAND (20,000) shares of Common Stock, \$0.01 par value per share.

FIFTH: The name and address of the incorporator is:

James O'Connor
195 Governor's Highway
South Windsor, CT 06074

SIXTH: The board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that to the extent required from time to time by applicable law, this Article EIGHTH shall not eliminate or limit the liability of a director, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article EIGHTH shall apply to or

FROM CT WILMINGTON - TEAM 6

(THU) 12-28-06 15:43 ET, 15:42 NO. 4863777111

have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

NINTH: 1. The Corporation shall, to the fullest extent permitted by the General Corporation Law, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, limited liability company or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an indemnified person in connection with such action, suit or proceeding and any appeal therefrom.

2. The Corporation shall not indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the Corporation.

3. Expenses incurred by a director or officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law.

4. The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director or officer. No amendment to or repeal of this Article NINTH shall apply to or have any effect on any right or protection of any director or officer occurring prior to the effective date of such amendment or repeal. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of shareholders or disinterested directors or otherwise.

TENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred are granted subject to this reservation.

ELEVENTH: This Certificate shall be effective at 12:02 a.m. on January 1, 2007.

FROM CT WILMINGTON - TEAM 6

(THU) 12.28.06 15:43:37.15:42 NO. 4869777-111 P. 1

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his or her act and deed and that the facts stated therein are true.

Dated at South Windsor, Connecticut, this 21st day of December, 2006.


James O'Connor
Sole Incorporator