# Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2009

### **CONVEYING PARTY DATA**

Name	Execution Date
Ramal Acquisition Corp.	12/30/2009

#### **RECEIVING PARTY DATA**

Name:	Pervasive Software, Inc.	
Street Address:	12365 Riata Trace Parkway	
Internal Address:	Bldg. B	
City:	Austin	
State/Country:	TEXAS	
Postal Code:	78727	

#### PROPERTY NUMBERS Total: 9

Property Type	Number
Patent Number:	6195646
Patent Number:	7840949
Application Number:	12881504
Application Number:	10700152
Patent Number:	6795868
Patent Number:	6820135
Patent Number:	7725875
Patent Number:	7743382
Application Number:	12775229

### **CORRESPONDENCE DATA**

Fax Number: (512)703-1250

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: pgerik@dmtechlaw.com

PATENT REEL: 025928 FRAME: 0106 6195646

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Correspondent Name: Daffer McDaniel, LLP
Address Line 1: P.O. Box 684908

Address Line 4: Austin, TEXAS 78768-4908

ATTORNEY DOCKET NUMBER: 5854-00000

NAME OF SUBMITTER: Charles D. Huston

Total Attachments: 3

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> PATENT REEL: 025928 FRAME: 0107

## CERTIFICATE OF OWNERSHIP AND MERGER

#### MERGING

# RAMAL ACQUISITION CORP.

#### INTO

#### PERVASIVE SOFTWARE INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "<u>DGCL</u>"), Pervasive Software Inc. (the "<u>Company</u>"), a corporation organized and existing under the laws of Delaware,

#### DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on January 12, 1994 pursuant to the DGCL.

**SECOND:** That the Company owns all of the outstanding shares of the capital stock of Ramal Acquisition Corp., a corporation incorporated on July 28, 2003 pursuant to the DGCL.

**THIRD:** That the Company, by the following resolutions of its Board of Directors (the "Board"), duly adopted pursuant to an action by unanimous written consent on December 30, 2009, determined to merge Ramal Acquisition Corp. with and into the Company:

WHEREAS: The Company owns all of the outstanding capital stock of Ramal Acquisition Corp., a Delaware corporation ("Subsidiary");

WHEREAS: The Company desires to merge Subsidiary with and into the Company pursuant to Section 253 of the DGCL; and

WHEREAS: The Board deems it to be advisable and in the best interests of the Company and its stockholders to merge Subsidiary with and into the Company pursuant to Section 253 of the DGCL.

NOW, THEREFORE, BE IT RESOLVED: That the Board hereby authorizes the Company to merge Subsidiary with and into the Company, with the Company being the surviving corporation, and to acquire all of Subsidiary's assets and assume all of Subsidiary's liabilities and obligations (the "Merger").

**RESOLVED FURTHER**: That the Merger shall be effective upon filing of a Certificate of Ownership and Merger (the "Merger Certificate") with the Secretary of State of the State of Delaware.

PATENT REEL: 025928 FRAME: 0108 **RESOLVED FURTHER:** That each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the Merger shall be canceled and extinguished effective upon the Merger and no consideration shall be issued in exchange therefor.

**RESOLVED FURTHER**: That the Merger is intended to be treated as a tax-free liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, for U.S. federal income tax purposes.

**RESOLVED FURTHER**: That the appropriate officers of the Company be, and each of them hereby is, authorized and empowered, on behalf and in the name of the Company, to execute and file all documents, including the Merger Certificate, and to take all other actions, which may be necessary or proper to effectuate the Merger.

[Signature Page Follows]

In witness whereof, the Company has caused this Certificate to be signed by its President and Chief Executive Officer on the  $30^{th}$  day of December, 2009.

PERVASIVE SOFTWARE INC.

By:

John E. Farr, President and Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

PATENT

REEL: 025928 FRAME: 0110