

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT				
NATURE OF CONVEYANCE:	MERGER				
EFFECTIVE DATE:	12/31/2011				
CONVEYING PARTY DATA					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Pump Engineering, Inc.</td> <td>12/21/2011</td> </tr> </tbody> </table>		Name	Execution Date	Pump Engineering, Inc.	12/21/2011
Name	Execution Date				
Pump Engineering, Inc.	12/21/2011				
RECEIVING PARTY DATA					
Name:	Energy Recovery, Inc.				
Street Address:	1717 Doolittle Drive				
City:	San Leandro				
State/Country:	CALIFORNIA				
Postal Code:	94577				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>6036435</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	6036435
Property Type	Number				
Patent Number:	6036435				
CORRESPONDENCE DATA					
Fax Number:	(650)812-3444				
Email:	jkarle@carrferrell.com, kkline@carrferrell.com, patdocket@carrferrell.com				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>					
Correspondent Name:	Keith Kline				
Address Line 1:	Carr & Ferrell, LLP				
Address Line 2:	120 Constitution Dr.				
Address Line 4:	Menlo Park, CALIFORNIA 94025				
ATTORNEY DOCKET NUMBER:	6016US				
NAME OF SUBMITTER:	Keith Kline				
<p>Total Attachments: 16 source=Articles_of_Incorporation_(July 7, 2008)#page1.tif</p>					

CH \$40.00 6036435

source=Articles_of_Incorporation_(July 7, 2008)#page2.tif
source=Articles_of_Incorporation_(July 7, 2008)#page3.tif
source=Articles_of_Incorporation_(July 7, 2008)#page4.tif
source=Articles_of_Incorporation_(July 7, 2008)#page5.tif
source=Articles_of_Incorporation_(July 7, 2008)#page6.tif
source=Articles_of_Incorporation_(July 7, 2008)#page7.tif
source=Articles_of_Incorporation_(July 7, 2008)#page8.tif
source=Articles_of_Incorporation_(July 7, 2008)#page9.tif
source=Articles_of_Incorporation_(July 7, 2008)#page10.tif
source=Articles_of_Incorporation_(July 7, 2008)#page11.tif
source=Articles_of_Incorporation_(July 7, 2008)#page12.tif
source=Articles_of_Incorporation_(July 7, 2008)#page13.tif
source=Articles_of_Incorporation_(July 7, 2008)#page14.tif
source=Articles_of_Incorporation_(July 7, 2008)#page15.tif
source=Articles_of_Incorporation_(July 7, 2008)#page16.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "ENERGY RECOVERY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF JULY, A.D. 2008, AT 8:45 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 4:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 4:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

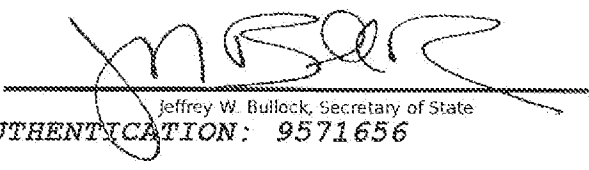
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 4:57 O'CLOCK P.M.



3366214 8100X

120562143

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9571656

DATE: 05-15-12

PATENT
REEL: 028466 FRAME: 0306

Delaware

PAGE 2

The First State

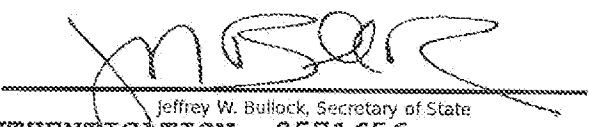
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



3366214 8100X

120562143

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9571656

DATE: 05-15-12

PATENT
REEL: 028466 FRAME: 0307

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ENERGY RECOVERY, INC.

Energy Recovery, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

A The name of this corporation is Energy Recovery, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 8, 2001, under the original name of ERI Acquisition Corp.

B This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL")

C This Amended and Restated Certificate of Incorporation has been duly approved by written consent of the stockholders of the Corporation in accordance with Sections 228, 242 and 245 of the DGCL.

D The text of the Certificate of Incorporation of this Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation is Energy Recovery, Inc. (the "Corporation")

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1201 Orange Street, Suite 600, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is Agents and Corporations, Inc.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

Section 1. This Corporation is authorized to issue two classes of stock, to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of all classes of stock which this Corporation is authorized to issue is Two Hundred Ten Million (210,000,000) shares, of which Two Hundred Million (200,000,000) shares are Common Stock, \$0.001 par value, and Ten Million (10,000,000) shares are Preferred Stock, \$0.001 par value (the "Preferred Stock").

Section 2. Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of stockholders.

Section 3. The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors). The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing. The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in this Amended and Restated Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the Corporation shall take all such steps as are necessary to cause the shares constituting such decrease to resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Section 4. Except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock)

ARTICLE V

Section 1. The number of directors that constitutes the entire Board of Directors shall be determined in the manner set forth in the Bylaws of the Corporation. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified or until their earlier resignation or removal; except that if any such meeting shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the DGCL.

Section 2. The directors of the Corporation shall be divided into three classes as nearly equal in size as is practicable, hereby designated Class I, Class II and Class III. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the date hereof, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years.

At the second annual meeting of stockholders following the date hereof, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the date hereof, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting. If the number of directors is changed,

any newly created directorships or decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as is practicable, provided that no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE VI

Section 1. Any director or the entire Board of Directors may be removed from office at any time, but only for cause, and only by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding capital stock of the Corporation entitled to vote in the election of directors.

Section 2. Except as otherwise provided for or fixed by or pursuant to the provisions of Article IV hereof in relation to the rights of the holders of Preferred Stock to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of directors, created in accordance with the Bylaws of the Corporation, and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director, and not by the stockholders. A person so elected by the Board of Directors to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen until his or her successor shall have been duly elected and qualified, or until such director's earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE VII

Section 1. The Corporation is to have perpetual existence.

Section 2. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 3. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation. The affirmative vote of at least a majority of the Board of Directors then in office shall be required in order for the Board of Directors to adopt, amend, alter or repeal the Corporation's Bylaws. The Corporation's Bylaws may also be adopted, amended, altered or repealed by the stockholders of the Corporation. Notwithstanding the above or any other provision of this Amended and Restated Certificate of Incorporation, the Bylaws of the Corporation may not be amended, altered or repealed except in accordance with Article X of the Bylaws. No Bylaw hereafter legally adopted, amended, altered or repealed shall invalidate any prior act of the directors or officers of the Corporation that would have been valid if such Bylaw had not been adopted, amended, altered or repealed.

Section 4. The election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Section 5. No stockholder will be permitted to cumulate votes at any election of directors.

ARTICLE VIII

Section 1. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders

Section 2. Special meetings of stockholders of the Corporation may be called only by the Non-Executive Chairperson of the Board of Directors, the Chief Executive Officer, the President or the Board of Directors acting pursuant to a resolution adopted by a majority of the Board of Directors, and any power of stockholders to call a special meeting of stockholders is specifically denied. Only such business shall be considered at a special meeting of stockholders as shall have been stated in the notice for such meeting

Section 3. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner and to the extent provided in the Bylaws of the Corporation

ARTICLE IX

Section 1. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended

Section 2. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Section 3. Neither any amendment nor repeal of any Section of this Article IX, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit, claim or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision

ARTICLE X

Meetings of stockholders may be held within or outside of the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation

ARTICLE XI

The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; *provided, however*, that notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, the Board of Directors acting pursuant to a resolution adopted by a majority of the Board of Directors and the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the then outstanding voting securities of the Corporation, voting together as a single class, shall be required for the amendment, repeal or modification of the provisions of Section 3 of Article IV, Section 2 of Article V, Article VI, Section 5 of Article VII, Article VIII or Article XI of this Amended and Restated Certificate of Incorporation.

IN WITNESS WHEREOF, Energy Recovery, Inc has caused this Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer on this 25th day of June, 2008

/s/ G. G. Figue

G.G. Figue, President and Chief Executive Officer

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ENERGY RECOVERY, INC. INTERNATIONAL
INTO
ENERGY RECOVERY, INC.

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

ENERGY RECOVERY, INC. (the "Company"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the Company was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of ENERGY RECOVERY, INC. INTERNATIONAL, a corporation organized and existing under the laws of the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary"), and having no class of stock outstanding other than said capital stock.

THIRD: That the Company, by the following resolutions of the Board of Directors, duly adopted on December 20, 2011, determined that, effective upon the date set forth hereinafter, Subsidiary shall merge itself with and into the Company on the conditions set forth in such resolutions:

WHEREAS, the Company owns all of the outstanding shares of each class of the capital stock of Subsidiary; and

WHEREAS, the Board believes it to be in the best interests of the Company and its stockholders that the Subsidiary merge with and into the Company (the "Merger") effective as of 11:59 pm December 31, 2011 (the "Effective Time"), pursuant to the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership"), with the Company being the surviving corporation of such Merger.

BE IT RESOLVED, that the Merger of the Subsidiary with and into the Company effective as of the Effective Time, pursuant to the Certificate of Ownership, with the Company being the surviving corporation of such Merger and thereby acquiring all the assets and properties of the Subsidiary, and assuming all of the liabilities and obligations of the Subsidiary, is approved;

RESOLVED FURTHER, that by virtue of the Merger, and without any action on the part of the Company or the Subsidiary, all of the issued and outstanding shares of capital stock of the Subsidiary immediately prior to the Merger shall be cancelled and extinguished;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to make, execute and acknowledge the Certificate of Ownership, setting forth a copy of these resolutions to merge the Subsidiary with and into the Company and the date of adoption thereof; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to cause the Company to execute, deliver and file with the Delaware Secretary of State, the Certificate of Ownership;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from third parties and governmental or regulatory agencies as may be necessary or advisable to carry out the Merger; and

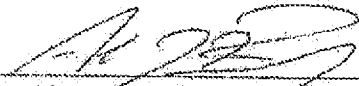
RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions and execute and deliver such additional documents as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions.

FOURTH: The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

FIFTH: The Merger shall become effective as of 11:59 p.m. on December 31, 2011.

The Company has caused this CERTIFICATE OF OWNERSHIP AND MERGER to be executed in its corporate name as of December 21, 2011.

ENERGY RECOVERY, INC.

By: 
Alexander J. Buehler,
Chief Financial Officer

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
OSMOTIC POWER, INC.
INTO
ENERGY RECOVERY, INC.

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

ENERGY RECOVERY, INC. (the "Company"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the Company was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of OSMOTIC POWER, INC., a corporation organized and existing under the laws of the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary"), and having no class of stock outstanding other than said capital stock.

THIRD: That the Company, by the following resolutions of the Board of Directors, duly adopted on December 20, 2011, determined that, effective upon the date set forth hereinafter, Subsidiary shall merge itself with and into the Company on the conditions set forth in such resolutions:

WHEREAS, the Company owns all of the outstanding shares of each class of the capital stock of Subsidiary; and

WHEREAS, the Board believes it to be in the best interests of the Company and its stockholders that the Subsidiary merge with and into the Company (the "Merger") effective as of 11:59 pm December 31, 2011 (the "Effective Time"), pursuant to the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership"), with the Company being the surviving corporation of such Merger.

BE IT RESOLVED, that the Merger of the Subsidiary with and into the Company effective as of the Effective Time, pursuant to the Certificate of Ownership, with the Company being the surviving corporation of such Merger and thereby acquiring all the assets and properties of the Subsidiary, and assuming all of the liabilities and obligations of the Subsidiary, is approved;

RESOLVED FURTHER, that by virtue of the Merger, and without any action on the part of the Company or the Subsidiary, all of the issued and outstanding shares of capital stock of the Subsidiary immediately prior to the Merger shall be cancelled and extinguished;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to make, execute and acknowledge the Certificate of Ownership, setting forth a copy of these resolutions to merge the Subsidiary with and into the Company and the date of adoption thereof; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to cause the Company to execute, deliver and file with the Delaware Secretary of State, the Certificate of Ownership;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from third parties and governmental or regulatory agencies as may be necessary or advisable to carry out the Merger; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions and execute and deliver such additional documents as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions.

FOURTH: The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

FIFTH: The Merger shall become effective as of 11:59 p.m. on December 31, 2011.

The Company has caused this CERTIFICATE OF OWNERSHIP AND MERGER to be executed in its corporate name as of December 21, 2011.

ENERGY RECOVERY, INC.

By: 
Alexander J. Buehler,
Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 12/27/2011
FILED 04:57 PM 12/27/2011
SRV 111340719 - 3366214 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PUMP ENGINEERING, INC.
INTO
ENERGY RECOVERY, INC.

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

ENERGY RECOVERY, INC. (the "Company"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the Company was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of PUMP ENGINEERING, INC., a corporation organized and existing under the laws of the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary"), and having no class of stock outstanding other than said capital stock.

THIRD: That the Company, by the following resolutions of the Board of Directors, duly adopted on December 20, 2011, determined that, effective upon the date set forth hereinafter, Subsidiary shall merge itself with and into the Company on the conditions set forth in such resolutions:

WHEREAS, the Company owns all of the outstanding shares of each class of the capital stock of Subsidiary; and

WHEREAS, the Board believes it to be in the best interests of the Company and its stockholders that the Subsidiary merge with and into the Company (the "Merger") effective as of 11:59 pm December 31, 2011 (the "Effective Time"), pursuant to the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership"), with the Company being the surviving corporation of such Merger.

BE IT RESOLVED, that the Merger of the Subsidiary with and into the Company effective as of the Effective Time, pursuant to the Certificate of Ownership, with the Company being the surviving corporation of such Merger and thereby acquiring all the assets and properties of the Subsidiary, and assuming all of the liabilities and obligations of the Subsidiary, is approved;

RESOLVED FURTHER, that by virtue of the Merger, and without any action on the part of the Company or the Subsidiary, all of the issued and outstanding shares of capital stock of the Subsidiary immediately prior to the Merger shall be cancelled and extinguished;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to make, execute and acknowledge the Certificate of Ownership, setting forth a copy of these resolutions to merge the Subsidiary with and into the Company and the date of adoption thereof; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to cause the Company to execute, deliver and file with the Delaware Secretary of State, the Certificate of Ownership;

RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from third parties and governmental or regulatory agencies as may be necessary or advisable to carry out the Merger; and

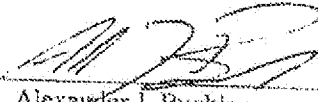
RESOLVED FURTHER, that the officers of the Company are authorized and directed on behalf of the Company, to take such further actions and execute and deliver such additional documents as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions.

FOURTH: The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

FIFTH: The Merger shall become effective as of 11:59 p.m. on December 31, 2011.

The Company has caused this CERTIFICATE OF OWNERSHIP AND MERGER to be executed in its corporate name as of December 21, 2011.

ENERGY RECOVERY, INC.

By: 
Alexander J. Buchler,
Chief Financial Officer