

## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Atieva, Inc.	12/16/2009
RECEIVING PARTY DATA	
Name:	Atieva USA, Inc
Street Address:	1100 Island Drive, Suite 103
City:	Redwood City
State/Country:	CALIFORNIA
Postal Code:	94065
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12372693
CORRESPONDENCE DATA	
Fax Number:	(408)716-7121
Email:	intake@shemwellaw.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:	Charles Shemwell
Address Line 1:	P.O. Box 70307
Address Line 4:	Sunnyvale, CALIFORNIA 94086
ATTORNEY DOCKET NUMBER:	ATVA.P102
NAME OF SUBMITTER:	Charles E. Shemwell, Reg. No. 40,171
Total Attachments: 7 source=Restated Incorporation of DE Entity 09.12.17#page1.tif source=Restated Incorporation of DE Entity 09.12.17#page2.tif source=Restated Incorporation of DE Entity 09.12.17#page3.tif source=Restated Incorporation of DE Entity 09.12.17#page4.tif source=Restated Incorporation of DE Entity 09.12.17#page5.tif source=Restated Incorporation of DE Entity 09.12.17#page6.tif source=Restated Incorporation of DE Entity 09.12.17#page7.tif	

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**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
ATIEVA, INC.**

Bernard Tse hereby certifies that:

**ONE:** the date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was December 20, 2007.

**TWO:** He is the duly elected and acting Chief Executive Officer of Atieva, Inc., a Delaware corporation.

**THREE:** The Certificate of Incorporation of this company is hereby amended and restated to read in full as follows:

**I.**

The name of this corporation is Atieva USA, Inc (the "Company").

**II.**

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

**A.** This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is ten thousand (10,000), each having a par value of one-tenth of one cent (\$0.001).

**B.** Effective immediately and automatically as of the time that this Second Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware and declared effective, each then-outstanding share of the Company's Common Stock shall be split into 0.001 validly issued, fully paid and non-assessable shares of the Company's Common Stock (the "**Stock Split**"). Notwithstanding the foregoing, the par value of each share of Common Stock shall not be adjusted in connection with the Stock Split. In lieu of any fractional shares resulting from the Stock Split to which a holder would otherwise be entitled, the Company shall pay such holder the cash value of such fractional share as determined by the Company's Board of Directors.

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Election of Directors

1. Subject to the rights of the holders of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

2. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 2115(b) of the California General Corporation Law ("CGCL"). During such time or times that the corporation is subject to Section 2115(b) of the CGCL, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (a) the names of such candidate or candidates have been placed in nomination prior to the voting and (b) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

C. Removal

1. During such time or times that the corporation is subject to Section 2115(b) of the CGCL, the Board of Directors or any individual director may be removed from office at any time without cause by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on such removal; *provided, however*, that unless the entire Board is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

2. At any time or times that the corporation is not subject to Section 2115(b) of the CGCL and subject to any limitations imposed by law, Section C.1 above shall not apply and the Board of Directors or any director may be removed from office at any time (a) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors or (b) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

D. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The Stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

## VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. 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.

B. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the CGCL) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or through stockholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the CGCL, subject, at any time or times that the corporation is subject to Section 2115(b) of the CGCL, to the limits on such excess indemnification set forth in Section 204 of the CGCL.

C. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## VII.

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 statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

\* \* \* \*

**FOUR:** This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Company.

**FIVE:** This Second Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL. This Second Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company.

[Signature Page Follows]

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IN WITNESS WHEREOF, Atieva, Inc. has caused this Second Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 16th day of December, 2009.

ATIEVA, INC.

Signature: Bernard K. Tse

Print Name: BERNARD K. TSE

Title: Chief Executive Officer

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "ATIEVA USA, INC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2009, AT 1:55 O'CLOCK P.M.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7707185

DATE: 12-17-09

PATENT  
REEL: 028487 FRAME: 0957

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:57 PM 12/17/2009  
FILED 01:55 PM 12/17/2009  
SRV 091111749 - 4477861 FILE

**CERTIFICATE OF CORRECTION OF  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
Atieva USA, Inc**

Atieva USA, Inc, a Delaware corporation, certifies pursuant to Section 103(f) of the General Corporation Law of the State of Delaware that:

1. The name of the corporation filing this certificate is **Atieva USA, Inc**

2. The instrument being corrected is entitled "SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ATIEVA, INC.", and such instrument was filed in the office of the Secretary of State of the State of Delaware on December 16, 2009. Pursuant to such SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, the name of the corporation was changed from "Atieva, Inc." to "Atieva USA, Inc"

A. The first sentence of Section B.1 of Article V of such SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION was inaccurately stated as follows:

"Subject to the rights of the holders of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting."

B. As corrected, the first sentence of Section B.1 of Article V should read in its entirety as follows:

"Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting."

IN WITNESS WHEREOF, **Atieva USA, Inc** has caused this Certificate of Correction of Second Amended and Restated Certificate of Incorporation to be signed by its Secretary this 17th day of December 2009.

**ATIEVA USA, INC**

  
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**MARK MEDEARIS**  
Secretary

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