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03/30/2017

HEET

Electronic Version v1.1  
Stylesheet Version v1.2



EPAS ID: PAT4333080

103676962

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	11/07/2016
RESUBMIT DOCUMENT ID:	

## CONVEYING PARTY DATA

Name	Execution Date
NXP SEMICONDUCTORS USA INC.	11/07/2016

## NEWLY MERGED ENTITY DATA

Name	Execution Date
FREESCALE SEMICONDUCTOR INC.	11/07/2016

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	NXP USA, INC.
Street Address:	6501 WILLIAM CANNON DRIVE WEST
City:	AUSTIN
State/Country:	TEXAS
Postal Code:	78735

## PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	15418845

## CORRESPONDENCE DATA

Fax Number: (512)895-6600

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 512-895-6979

Email: ip.department.us@nxp.com

Correspondent Name: NXP USA, INC. LAW DEPARTMENT

Address Line 1: 6501 WILLIAM CANNON DRIVE WEST TX30/OE62

Address Line 4: AUSTIN, TEXAS 78735

ATTORNEY DOCKET NUMBER:	MT12750ZK-US02/038.0624D1
NAME OF SUBMITTER:	JUSTIN J. LEACH
SIGNATURE:	/JUSTIN J. LEACH/
DATE SIGNED:	03/23/2017

Re: 504286399

**Total Attachments: 39**

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# Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"NXP SEMICONDUCTORS USA, INC.", A DELAWARE CORPORATION, WITH AND INTO "FREESCALE SEMICONDUCTOR, INC." UNDER THE NAME OF "NXP USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2016, AT 8:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTH DAY OF NOVEMBER, A.D. 2016 AT 12:01 O'CLOCK A.M.

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



3732169 8100M  
SR# 20166497956

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203281317  
Date: 11-04-16

**PRESENT**  
**REEL: 041800 FRAME: 0285**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**NXP SEMICONDUCTORS USA, INC.**

**WITH AND INTO**

**FREESCALE SEMICONDUCTOR, INC.**

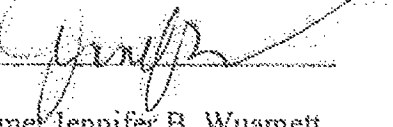
Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Freescale Semiconductor, Inc. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of NXP Semiconductors USA, Inc., a Delaware corporation (the "Subsidiary") with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on October 26, 2016 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation and to change the Corporation's name to "NXP USA, Inc." pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation, except that Article 1 of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:  
  
"1. The name of the Corporation is NXP USA, Inc."
5. The Certificate of Ownership and Merger and the Merger shall become effective at 12:01 a.m. EST on November 7, 2016.

*[Signature Page Follows.]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 4<sup>th</sup> of November, 2016.

Freescale Semiconductor, Inc.

By 

Name: Jennifer B. Wuamett

Title: President and Secretary

## EXHIBIT A

### BOARD RESOLUTIONS

**WHEREAS**, Freescale Semiconductor, Inc., a Delaware corporation, (the "Corporation"), owns all of the issued and outstanding shares of each class of capital stock of NXP Semiconductors USA Inc., a Delaware corporation (the "Subsidiary"); and

**WHEREAS**, it is deemed advisable and in the best interest of the Corporation that the Subsidiary merge with and into the Corporation, with the Corporation as the surviving corporation.

#### **NOW, THEREFORE, BE IT:**

**RESOLVED**, that effective November 7, 2016, the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation (the "Surviving Corporation");

**RESOLVED FURTHER**, that the certificate of incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed to "NXP USA, Inc."; and

**RESOLVED FURTHER**, that the President, Treasurer, Secretary, Assistant Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.