

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4399250

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
ENERGY STORAGE SYSTEMS, INC.	12/23/2014
RECEIVING PARTY DATA	
Name:	ESS TECH, INC.
Street Address:	17898 SW UPPER BOONES FERRY ROAD
City:	PORTLAND
State/Country:	OREGON
Postal Code:	97224
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	15476795
CORRESPONDENCE DATA	
Fax Number:	
<i>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.</i>	
Email:	walker@mccrus.com
Correspondent Name:	MCCOY RUSSELL LLP
Address Line 1:	806 SW BROADWAY, SUITE 600
Address Line 4:	PORTLAND, OREGON 97205
ATTORNEY DOCKET NUMBER:	EST12301U02DIV
NAME OF SUBMITTER:	B. ANNA MCCOY
SIGNATURE:	/B. Anna McCoy/
DATE SIGNED:	05/04/2017
Total Attachments: 20	
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CERTIFICATE OF CONVERSION

This Certificate of Conversion, converting Energy Storage Systems Inc., an Oregon corporation, into ESS Tech, Inc., a Delaware corporation, is hereby adopted by Energy Storage Systems Inc., an Oregon corporation, for filing pursuant to Section 265 of the Delaware General Corporation Law.

1. The business entity being converted is an Oregon corporation, which was formed as an Oregon limited liability company on January 11, 2011 by the filing of articles of organization with the Secretary of State of the State of Oregon and subsequently converted to an Oregon corporation on January 4, 2012 by the filing of articles of conversion with the Secretary of State of the State of Oregon.

2. The name of the business entity being converted immediately prior to the filing of this Certificate of Conversion is Energy Storage Systems Inc.

3. The name of the Delaware corporation, as set forth in its certificate of incorporation filed with the State of Delaware in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law, is ESS Tech, Inc.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Oregon corporation, has executed this Certificate of Conversion as of December 23, 2014.

ENERGY STORAGE SYSTEMS INC., an Oregon
corporation

By: 

Craig Evans, President

CERTIFICATE OF INCORPORATION

OF

ESS TECH, INC.

ARTICLE I

The name of the corporation is "ESS Tech, Inc."

ARTICLE II

The address of the registered office of this corporation in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904 and the name of the registered agent at that address is National Registered Agents, Inc.

ARTICLE III

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 of Delaware.

ARTICLE IV

The corporation is authorized to issue only one class of shares, which shall be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is ten million (10,000,000) shares, par value \$0.0001 per share.

ARTICLE V

The Incorporator of the corporation shall be Steven C. Davis. The address of the incorporator is:

Steven C. Davis
Davis Wright Tremaine LLP
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VII

The number of directors which constitute the whole Board of Directors of the corporation shall be specified in the Bylaws of the corporation.

ARTICLE VIII

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this corporation, may be filled, by the vote of majority, although less than a quorum, of the directors then in office or by a sole remaining director.

ARTICLE IX

Election of the Directors need not be by ballot unless the Bylaws of the corporation so provide.

ARTICLE X

The existence of this corporation shall be defined as perpetual.

ARTICLE XI

Meetings of the stockholders of the corporation may be held within or without 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 the state of Delaware at such a place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XII

To the fullest extent permitted by the Delaware General Corporation Law, 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 or breach of fiduciary duty as a director. The corporation shall 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 or she, his or her testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or serves or served at any other enterprise as director or officer at the request of the corporation or any predecessor to the corporation. Neither any amendment nor repeal of this Article XII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article XII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XII would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIII

Advance notice of new business and shareholder nominations for the election of Director shall be provided in the manner and to the extent provided in the Bylaws of the corporation.

ARTICLE XIV

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 stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the state of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: December 23, 2014.



Steven C. Davis, Incorporator

[Privacy Policy](#) [Frequently Asked Questions](#) [Entity Search](#) [Name Reservation Status](#) [Logout](#)

Name Reservation Status

Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
5660790	ESS TECH INC.	CORPORATION	75.00	RESERVED	04/17/2015

SRV Number - 141559736

Payment Type - Credit Card

Card Number - *****8341

Card Type - MC

Credit Card Reference Number - 121814163646779

Amount Charged - \$75.00



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
www.filinginoregon.com

Registry Number: 740268-90
Type: FOREIGN BUSINESS CORPORATION

ESS TECH, INC.
2828 SW CORBETT AVE
PORTLAND OR 97201

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document
ARTICLES OF CONVERSION

Filed On
12/23/2014

Jurisdiction
DELAWARE

Name
ESS TECH, INC.

Principal Place of Business
2828 SW CORBETT AVE
PORTLAND OR 97201

Registered Agent
WSCJ BUSINESS SERVICES, INC.
805 SW BROADWAY STE 2440
PORTLAND OR 97205

Mailing Address
2828 SW CORBETT AVE
PORTLAND OR 97201

President
CRAIG EVANS
2828 SW CORBETT AVE
PORTLAND OR 97201

Secretary
CRAIG EVANS
2828 SW CORBETT AVE
PORTLAND OR 97201



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Articles of Conversion—Business Entities

FILED

DEC 23 2014

OREGON
SECRETARY OF STATE
For office use only

REGISTRY NUMBER: 740268-90

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Energy Storage Systems Inc.

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Oregon corporation

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

ESS Tech, Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Delaware corporation

5) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Plan of Conversion

7) EXECUTION
Signature

Printed Name

Title

Craig Evans

President

8) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Ryan Maughn

503-778-5297

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to
"Corporation Division."

NOTE:

Fees may be paid with VISA or
MasterCard. The card number and
expiration date should be submitted
on a separate sheet for your
protection.

ENERGY STORAGE SYSTEMS INC.

PLAN OF CONVERSION

Effective as of December 23, 2014

This Plan of Conversion for the conversion of Energy Storage Systems Inc., an Oregon corporation ("**ESS Oregon**") into ESS Tech, Inc., a Delaware corporation ("**ESS Delaware**"), is hereby adopted by ESS Oregon pursuant to Oregon Revised Statute ("**ORS**") 60.472.

1. The name of the business entity prior to conversion is Energy Storage Systems Inc. Energy Storage Systems Inc. is an Oregon corporation.
2. The name of the business entity after conversion will be ESS Tech, Inc. ESS Tech, Inc. will be a Delaware corporation.
3. The conversion shall be on the terms and conditions set forth in Section 265 of the Delaware General Corporation Law (the "**DGCL**") and ORS 60.472. Upon the filing of (i) the Articles of Conversion and this Plan of Conversion with the Secretary of State of the State of Oregon, and (ii) the Certificate of Conversion and the initial Certificate of Incorporation of ESS Delaware, a copy of which is attached hereto as Exhibit A, with the Secretary of State of the State of Delaware, ESS Oregon will be converted into ESS Delaware in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.
4. The shareholders of ESS Oregon and the shares held by each are set forth below. As of the date of this Plan of Conversion and as of immediately prior to the conversion, all outstanding shares of capital stock of ESS Oregon are, and will be, Common Stock with a par value of \$0.0001.

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage Ownership Interest</u>
Craig Evans	5,000,000	83.33%
Julia Song	1,000,000	16.67%

5. Upon conversion, the shares held by the shareholders of ESS Oregon shall be exchanged for shares of ESS Delaware at a ratio of one (1) share of ESS Oregon Common Stock to one (1) share of ESS Delaware Common Stock. As set forth in the Certificate of Incorporation to be filed with the Secretary of State of the State of Delaware attached hereto as Exhibit A, ESS Delaware will have 10,000,000 authorized shares of Common Stock, each with a par value of \$0.0001. The shareholders of ESS Delaware and the shares held by each immediately after the conversion are as follows:

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage Ownership Interest</u>
Craig Evans	5,000,000	83.33%
Julia Song	1,000,000	16.67%

6. Upon conversion, the 2014 Equity Incentive Plan previously adopted by ESS Oregon will be adopted and approved by ESS Delaware. Each option to purchase shares of ESS Oregon Common Stock issued under the 2014 Equity Incentive Plan will remain issued and outstanding, except that each option will automatically be converted into an option to purchase the same number of shares of ESS Delaware Common Stock.

7. Each security issued by ESS Oregon that is convertible into ESS Oregon capital stock will, upon conversion, remain issued and outstanding, except that each such security will be convertible into the same number of shares of ESS Delaware capital stock.

8. Pursuant to the requirements of Section 102(a) of the DGCL, the initial Certificate of Incorporation of ESS Delaware is required to contain the following:

- (a) name of corporation (as required by Section 102(a)(1) of the DGCL):

ESS Tech, Inc.;

- (b) address of registered office of corporation (as required by Section 102(a)(2) of the DGCL):

160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, Delaware 19904;

- (c) name of registered agent of corporation at above address (as required by Section 102(a)(2) of the DGCL):

National Registered Agents, Inc.;

- (d) nature of business or purposes to be conducted or promoted (as required by Section 102(a)(3) of the DGCL):

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware;

- (e) if the corporation is to be authorized to issue only one class of stock, the total number of shares of stock which the corporation shall have authority to issue and the par value of each of such shares (as required by Section 102(a)(4) of the DGCL):

the corporation is authorized to issue only one class of shares, which shall be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is ten million (10,000,000) shares, par value \$0.0001 per share; and

- (f) the name and mailing address of the incorporator (as required by Section

102(a)(5) of the DGCL):

Steven C. Davis, Davis Wright Tremaine LLP, 1300 SW Fifth Avenue,
Suite 2400, Portland, Oregon 97201.

9. All other matters not specifically required by Section 102(a) of the DGCL are as set forth in the initial Certificate of Incorporation, a copy of which is attached as Exhibit A.

10. This Plan of Conversion has been approved by the shareholders of ESS Oregon as required by ORS 60.474.

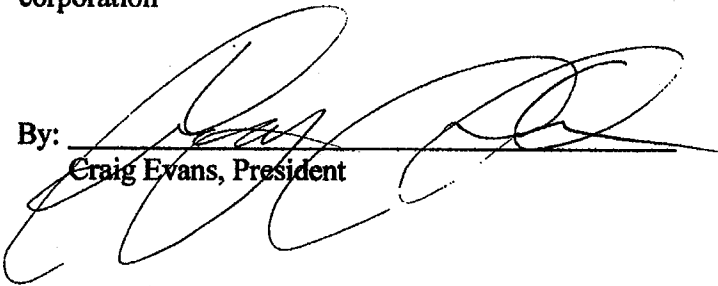
[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Conversion has been duly executed as of the date set forth above.

ENERGY STORAGE SYSTEMS INC., an Oregon corporation

By: _____

Craig Evans, President



[SIGNATURE PAGE TO PLAN OF CONVERSION]

DWT 25401421v2 0096830-000003

PATENT

REEL: 042404 FRAME: 0037

EXHIBIT A

**CERTIFICATE OF INCORPORATION OF
ENERGY STORAGE SYSTEMS INC.**

CERTIFICATE OF INCORPORATION

OF

ESS TECH, INC.

ARTICLE I

The name of the corporation is "ESS Tech, Inc."

ARTICLE II

The address of the registered office of this corporation in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904 and the name of the registered agent at that address is National Registered Agents, Inc.

ARTICLE III

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 of Delaware.

ARTICLE IV

The corporation is authorized to issue only one class of shares, which shall be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is ten million (10,000,000) shares, par value \$0.0001 per share.

ARTICLE V

The Incorporator of the corporation shall be Steven C. Davis. The address of the incorporator is:

Steven C. Davis
Davis Wright Tremaine LLP
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VII

The number of directors which constitute the whole Board of Directors of the corporation shall be specified in the Bylaws of the corporation.

ARTICLE VIII

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this corporation, may be filled, by the vote of majority, although less than a quorum, of the directors then in office or by a sole remaining director.

ARTICLE IX

Election of the Directors need not be by ballot unless the Bylaws of the corporation so provide.

ARTICLE X

The existence of this corporation shall be defined as perpetual.

ARTICLE XI

Meetings of the stockholders of the corporation may be held within or without 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 the state of Delaware at such a place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XII

To the fullest extent permitted by the Delaware General Corporation Law, 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 or breach of fiduciary duty as a director. The corporation shall 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 or she, his or her testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or serves or served at any other enterprise as director or officer at the request of the corporation or any predecessor to the corporation. Neither any amendment nor repeal of this Article XII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article XII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XII would accrue or arise, prior to such amendment, repeal of adoption of an inconsistent provision.

ARTICLE XIII


Advance notice of new business and shareholder nominations for the election of Director shall be provided in the manner and to the extent provided in the Bylaws of the corporation.

ARTICLE XIV

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 stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the state of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: December 23, 2014.



Steven C. Davis, Incorporator

CERTIFICATE OF CONVERSION

This Certificate of Conversion, converting Energy Storage Systems Inc., an Oregon corporation, into ESS Tech, Inc., a Delaware corporation, is hereby adopted by Energy Storage Systems Inc., an Oregon corporation, for filing pursuant to Section 265 of the Delaware General Corporation Law.

1. The business entity being converted is an Oregon corporation, which was formed as an Oregon limited liability company on January 11, 2011 by the filing of articles of organization with the Secretary of State of the State of Oregon and subsequently converted to an Oregon corporation on January 4, 2012 by the filing of articles of conversion with the Secretary of State of the State of Oregon.

2. The name of the business entity being converted immediately prior to the filing of this Certificate of Conversion is Energy Storage Systems Inc.

3. The name of the Delaware corporation, as set forth in its certificate of incorporation filed with the State of Delaware in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law, is ESS Tech, Inc.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Oregon corporation, has executed this Certificate of Conversion as of December 23, 2014.

ENERGY STORAGE SYSTEMS INC., an Oregon
corporation

By: 

Craig Evans, President

CERTIFICATE OF INCORPORATION

OF

ESS TECH, INC.

ARTICLE I

The name of the corporation is "ESS Tech, Inc."

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The address of the registered office of this corporation in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904 and the name of the registered agent at that address is National Registered Agents, Inc.

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Portland, OR 97201

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I, **THE UNDERSIGNED**, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the state of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: December 23, 2014.



Steven C. Davis, Incorporator

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Name Reservation Status

Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
5660790	ESS TECH INC.	CORPORATION	75.00	RESERVED	04/17/2015

SRV Number - 141559736

Payment Type - Credit Card

Card Number - *****8341

Card Type - MC

Credit Card Reference Number - 121814163646779

Amount Charged - \$75.00