

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4532612

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	AMALGAMATION UNDER CANADIAN LAW	
CONVEYING PARTY DATA		
	Name	Execution Date
	RADIMETRICS, INC.	01/01/2013
RECEIVING PARTY DATA		
Name:	BAYER INC.	
Street Address:	77 BELFIELD ROAD	
City:	TORONTO	
State/Country:	CANADA	
Postal Code:	M9WIG6	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	15493892
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:	RIPATENTS@BAYER.COM	
Correspondent Name:	BAYER HEALTHCARE LLC	
Address Line 1:	1 BAYER DRIVE	
Address Line 4:	INDIANOLA, PENNSYLVANIA 15051	
ATTORNEY DOCKET NUMBER:	BI/13-001 US03 N N	
NAME OF SUBMITTER:	JAMES R. STEVENSON REG. NO. 38,755	
SIGNATURE:	/James R. Stevenson/	
DATE SIGNED:	08/02/2017	
Total Attachments: 5		
source=Cert_&_Articles_of_Amalgamation_(01Jan2013)#page1.tif		
source=Cert_&_Articles_of_Amalgamation_(01Jan2013)#page2.tif		
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

BAYER INC.

Corporate name / Dénomination sociale

830537-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2013-01-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation
BAYER INC.

Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)
Ontario

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of common shares.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

The annexed Schedule 1 is incorporated in this form.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: Maximum:

Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on
None

Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☐ 183

☒ 184(1)

☐ 184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
BAYER INC.	332979-8	<i>[Signature]</i>
RADIMETRICS INC.	720064-1	<i>[Signature]</i>

Note:
Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note:
Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE 1

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

SCHEDULE 2

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immoveable, present or future, corporeal or incorporeal, of the Corporation.

3. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.



Industry Industrie
Canada Canada

Corporations Canada

Form 2

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change of Registered Office Address or Form 6 - Changes Regarding Directors.

Instructions

[4] The address of a director must be a residential address or other address for service. An address for service is an address where legal documents must be accepted by the director or someone on their behalf, and where an acknowledgement or delivery receipt can be provided, if required. An address for service can be the residential address of the director or a business address.

At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA).

If the space available is insufficient, please attach a schedule to the form.

Declaration

[3] In the case of an incorporation this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 282(2) of the CBCA).

If you require more information, please consult our website at www.corporationscanada.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-888-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
Corporations Canada Online
Filing Centre:
www.corporationscanada.gc.ca

Or send documents by mail:
Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
385 Laurier Ave. West
Ottawa ON K1A 0G8

By Facsimile: 613-941-0999

1 Corporation name

BAYER INC.

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

77 Belfield Road

NUMBER AND STREET NAME

Toronto

CITY

Ontario

PROVINCE/TERRITORY

M9W 1G6

POSTAL CODE

3 Mailing address (if different from the registered office)

NAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

POSTAL CODE

4 Members of the board of directors

FIRST NAME	LAST NAME	ADDRESS (must be a street address, a P.O. Box is not acceptable)	RESIDENT CANADIAN (Reside)
Christian	Lauterbach	77 Belfield Road Toronto, Ontario M9W 1G6	No
Douglas	Grant	77 Belfield Road Toronto, Ontario M9W 1G6	Yes
Carmen	Kisters	77 Belfield Road Toronto, Ontario M9W 1G6	No
Ian	Paterson	Curt-Beckmann-Straße 33 40474 Düsseldorf, Germany	No

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

Jacqueline De Gagné, Secretary

PRINT NAME

(416) 248-3055

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

Canada

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RECORDED: 08/02/2017

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