

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4654037

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	PHOENIX NUCLEAR LABS LLC	08/07/2017
RECEIVING PARTY DATA		
Name:	PHOENIX LLC	
Street Address:	2555 INDUSTRIAL DR	
City:	MONONA	
State/Country:	WISCONSIN	
Postal Code:	53713-4810	
PROPERTY NUMBERS Total: 6		
Property Type	Number	
Patent Number:	8837662	
Patent Number:	9024261	
Application Number:	62347969	
Application Number:	14903747	
Application Number:	15125855	
Application Number:	62447685	
CORRESPONDENCE DATA		
Fax Number:	(414)273-5198	
<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>		
Phone:	414-273-3500	
Email:	sdelsman@gklaw.com	
Correspondent Name:	SHANE DELSMAN; GODFREY & KAHN, S.C.	
Address Line 1:	833 EAST MICHIGAN STREET, SUITE 1800	
Address Line 4:	MILWAUKEE, WISCONSIN 53202-5615	
ATTORNEY DOCKET NUMBER:	012762-0007	
NAME OF SUBMITTER:	SHANE DELSMAN	
SIGNATURE:	/Shane Delsman/	
DATE SIGNED:	10/20/2017	
Total Attachments: 7		

source=merger#page1.tif
source=merger#page2.tif
source=merger#page3.tif
source=merger#page4.tif
source=merger#page5.tif
source=merger#page6.tif
source=merger#page7.tif

FILING FEE \$150.00
☒ **OPTIONAL EXPEDITED SERVICE** + \$25.00

DO NOT STAPLE

Sec. 179.77,
180.1105, 181.1105,
and 183.1204
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services

**ARTICLES OF MERGER****1. Non-Surviving Parties to the Merger:**

Company Name: Phoenix Nuclear Merger Sub, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☐ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:

Company Name: Phoenix Nuclear Labs LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporations, use form 2001.
 DFI/CORP/2000(05/15)

1



PATENT

REEL: 043929 FRAME: 0311

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

☐ The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

☒ The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

☐ The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

☐ The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

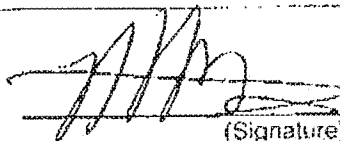
Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the PLAN OF MERGER, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 8/7/2017 (date) at the time when received by the Wisconsin Department of Financial Institutions (time).
(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on 8/7/2017 (date) by the surviving entity on behalf of all parties to the merger.


(Signature)

Mark (X) below the title of the person executing the document.

For a limited partnership

Title: ☐ General Partner

For a limited liability company

Title: ☐ Member OR ☒ Manager

Ross Radel

(Printed Name)

For a corporation

Title: ☐ President OR ☐ Secretary
or other officer title _____

This document was drafted by: Adam J. Spector
(Name the individual who drafted the document)

DFI/CORP/2000(05/15)

2

Fee simple ownership interest ☐ Yes ☐ No (for DFI use only)

ARTICLES OF MERGER

Crystal Airmess, Paralegal
c/o Godfrey & Kahn, S.C.
833 East Michigan Street, Suite 1800
Milwaukee, Wisconsin 53202

A Enter your return address within the bracket above.

Phone number during the day: (414) 273 - 3500

INSTRUCTIONS (Ref. Sec. 179.77, 180.11045, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)

Please use BLACK Ink. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14(1g)(c), 180.0103(18), 181.0103(23) or 183.0107(1g)(c).

Mailing Address: State of WI - Dept. of Financial Institutions Box 93346 Milwaukee WI 53293-0346	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave - Suite 300 Madison WI 53703	Phone: 608-261-7577 TTY: 711
--	---	---------------------------------

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(8), 181.0103(13) and 183.0102(8), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
 2. Enter the company name, type of entity, and state of organization of the surviving entity.
 3. Indicate whether or not the surviving entity is a Domestic or Foreign Corporation that is an indirect wholly owned subsidiary or parent. See sec. 180.11045(1)(b), Wis. Stats. for definition.
 4. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 3 & 4. Its use is optional.
 5. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
 6. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving entity is a corporation, by an officer of the corporation, etc.
- If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

17166952.pdf

DFI/CORP/2000(05/15)

5

PATENT

REEL: 043929 FRAME: 0313

**PLAN OF MERGER
OF
PHOENIX NUCLEAR MERGER SUB, LLC
WITH AND INTO
PHOENIX NUCLEAR LABS LLC**

1. The names of the limited liability companies proposing to merge are Phoenix Nuclear Merger Sub, LLC, a Wisconsin limited liability company ("Merger Sub"), and Phoenix Nuclear Labs LLC, a Wisconsin limited liability company ("PNL" or the "Surviving Entity").

2. Merger Sub shall merge with and into PNL, and the Surviving Entity shall exist by virtue and under the laws of the State of Wisconsin. The limited liability company identity, existence, franchises, rights and immunities of PNL shall continue unaffected and unimpaired by the merger, and the limited liability identity, existence, franchises, rights and immunities of Merger Sub shall be merged with and into the Surviving Entity, and the Surviving Entity shall be fully vested therewith. The separate existence of Merger Sub, except insofar as it may be continued by reason of the laws of the State of Wisconsin, shall cease upon the Effective Time (as hereinafter defined) and thereupon Merger Sub and the Surviving Entity shall become and exist as a single limited liability company.

3. At the Effective Time, all of the outstanding membership interests of Merger Sub, which are held by Phoenix Nuclear Holding Company, a Delaware corporation ("Holdings"), shall be deemed to be cancelled without further consideration.

4. Also at the Effective Time, each Member of PNL as of the Effective Time will exchange with Holdings his or its limited liability company Units of PNL for shares of stock of Holdings in accordance with that certain Merger Agreement, dated August 7, 2017, by and among PNL, Holdings and Merger Sub, resulting in PNL becoming a wholly-owned subsidiary of Holdings (the "Exchange"). In connection with the Exchange, each Member of PNL shall,

promptly following receipt of notice of the Merger, return all original Unit certificates in the name of such Member to the Company or submit an executed affidavit of lost security for any such certificate that cannot be located. All Unit certificates, whether or not such certificates are returned to the Company, shall be deemed to be cancelled at the Effective Time.

5. The Articles of Organization of PNL, in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity, which Articles of Organization shall be amended by deleting Article 1 thereof and inserting in its place the following:

Article 1. Name of the limited liability company: Phoenix LLC

6. The Third Amended and Restated Operating Agreement of PNL, effective as of December 23, 2015, as in effect immediately prior to the Effective Time (the "Operating Agreement"), shall be amended and restated in the form presented to the Member of the Surviving Entity as of the Effective Time (the "Member's Agreement"), which shall remain the operating agreement of the Surviving Entity until amended in accordance with the provisions thereof or applicable law.

7. At the Effective Time, Holdings shall be the Manager of the Surviving Entity until its successor is duly elected and qualified in the manner provided in the Member's Agreement or as otherwise provided by applicable law.

8. This Plan of Merger shall become effective when received by the Wisconsin Department of Financial Institutions on August 7, 2017 (the "Effective Time"). At the Effective Time, the separate existence of Merger Sub shall cease and Merger Sub shall be merged with and into PNL in accordance with the provisions of this Plan of Merger.

9. At the Effective Time, the Surviving Entity shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises, and the Surviving Entity shall be subject to all the restrictions, disabilities and duties, of Merger Sub, and all property, real, personal and mixed, and all debts due to Merger Sub on whatever account, including choses in actions, shall be vested in the Surviving Entity; and all property, rights, privileges, franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Entity as they were of Merger Sub.

10. All capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Operating Agreement.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 183

PHOENIX NUCLEAR LABS LLC

Received Date: 8/7/2017

Filed Date: 8/8/2017

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: D037805

Total Fee: \$175.00

Merges: NONSURVIOR PHOENIX NUCLEAR MERGER SUB, LLC (12 P070532) into: SURVIVOR
PHOENIX NUCLEAR LABS (12 D037805)
Survivor Chgs Name to PHOENIX, LLC