

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4831629

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	12/23/2017	
CONVEYING PARTY DATA		
	Name	Execution Date
	ROSEMOUNT ANALYTICAL, INC.	12/20/2017
RECEIVING PARTY DATA		
Name:	ROSEMOUNT INC.	
Street Address:	6021 INNOVATION BLVD	
City:	SHAKOPEE	
State/Country:	MINNESOTA	
Postal Code:	55379	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	8689605
CORRESPONDENCE DATA		
Fax Number:	(952)373-8920	
<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:	952-467-6088	
Email:	jpeake@khcip.com	
Correspondent Name:	KELLY, HOLT & CHRISTENSON, P.L.L.C.	
Address Line 1:	141 WEST 1ST STREET	
Address Line 2:	SUITE 100	
Address Line 4:	WACONIA, MINNESOTA 55387	
ATTORNEY DOCKET NUMBER:	R302.12-0078	
NAME OF SUBMITTER:	JENNIFER A. PEAKE	
SIGNATURE:	/Jennifer A. Peake/	
DATE SIGNED:	02/20/2018	
Total Attachments: 11		
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**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: ROSEMOUNT INC.
DELAWARE: ROSEMOUNT ANALYTICAL INC.

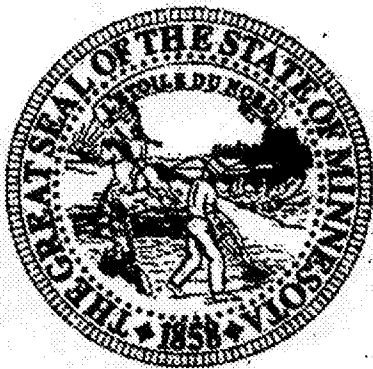
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: ROSEMOUNT INC.

Name of Surviving Entity after Effective Date of Merger:

ROSEMOUNT INC.

This certificate has been issued on: 12/21/2017



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

PATENT

REEL: 044978 FRAME: 0779



ARTICLES OF MERGER

In accordance with Section 302A.615 of the Minnesota Business Corporation Act (the "Minnesota Act"), Rosemount Analytical Inc., a Delaware corporation ("RAI") and Rosemount Inc., a Minnesota corporation ("Rosemount") declare and certify as follows:

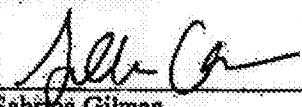
1. The name of the surviving entity is Rosemount Inc., a Minnesota corporation.
2. An Agreement and Plan of Merger, effective as of 11:59 p.m. on December 23, 2017 (the "Plan of Merger"), by and between RAI and Rosemount (collectively, the "Constituent Entities"), providing for the merger of RAI with and into the Rosemount (the "Merger"), in the form attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Sections 302A.611, 613 and 615 of the Minnesota Act, as applicable.
3. The executed Plan of Merger is on file at the principal offices of Rosemount, which are located at 6021 Innovation Blvd., Shakopee, MN 55379. A copy of the Plan of Merger will be furnished by Rosemount, on request and without cost, to any shareholder or person holding an interest in either of the Constituent Entities.
4. The Articles of Incorporation of Rosemount existing and constituted immediately prior to the filing of these Articles of Merger shall continue to be the Articles of Incorporation of Rosemount after the Effective Time, until further amended or repealed in accordance with the Minnesota Act.

[Signature Page Follows]

IN WITNESS WHEREOF, RAI and Rosemount certify to the truth of the facts stated herein and execute and deliver these Articles of Merger as of the date first written above.

Date: 12-20-17

ROSEMOUNT ANALYTICAL INC.,
a Delaware corporation

By: 
Name: Sabrina Gilman
Title: Assistant Secretary

ROSEMOUNT INC.,
a Minnesota corporation

By: 
Name: Sabrina Gilman
Title: Assistant Secretary

**EXHIBIT A
AGREEMENT AND PLAN
OF MERGER**

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December ___, 2017, by and between Rosemount Analytical Inc., a Delaware corporation ("RAI"), and Rosemount Inc., a Minnesota corporation ("Rosemount").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, RAI merge with and into Rosemount, with Rosemount as the survivor of such merger (the "Merger").

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, RAI and Rosemount agree as follows:

1. Merger. Upon the filing of the necessary certificates with the Secretary of State of Delaware and the Secretary of State of Minnesota, RAI shall be merged with and into Rosemount, with Rosemount as the survivor of the Merger. The Merger shall become effective at 11:59 p.m. on December 23, 2017 (the "Effective Time").
2. Cancellation of Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of RAI shall be canceled without consideration.
3. Submission to the Sole Stockholders; Filing. This Agreement and Plan of Merger shall be submitted to the sole stockholder of RAI and the sole shareholder of Rosemount required to vote hereon pursuant to the applicable laws of the State of Delaware and the State of Minnesota. If this Agreement and Plan of Merger is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Delaware and the laws of Minnesota.
4. Tax-Free Liquidation under IRC Section 332. This Agreement and Plan of Merger is intended for Federal income tax purposes to constitute a tax-free liquidation under Internal Revenue Code Section 332. If this Agreement and Plan of Merger is duly approved by the boards of directors of RAI and Rosemount and is adopted by the sole stockholder of RAI and the sole shareholder of Rosemount, then the tax-free liquidation is deemed approved by RAI and Rosemount.
5. Certificate of Incorporation and Bylaws. The certificate of incorporation, as amended from time to time, and amended and restated bylaws of Rosemount shall be the certificate of incorporation and amended and restated bylaws of the surviving corporation from and after the Effective Time.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of RAI and Rosemount and all property (real, personal, and mixed) of, and debts due to, RAI and Rosemount shall, for all purposes and in all respects, be and constitute the assets,

liabilities, rights, privileges, immunities, franchises, property and debts due to Rosemount as the surviving corporation.

7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement and Plan of Merger may be (a) amended by an agreement in writing between the boards of directors of RAI and Rosemount or (b) terminated by the boards of directors of RAI and Rosemount.

[Signature Page Follows.]

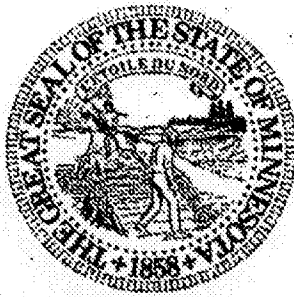
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

ROSEMOUNT ANALYTICAL INC.

By: _____
Name: Sabrina Gilman
Title: Assistant Secretary

ROSEMOUNT INC.

By: _____
Name: Sabrina Gilman
Title: Assistant Secretary



File Numbers

98805420004

Q-487

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/21/2017 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State

Delaware

The First State

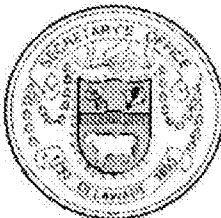
Page 1

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 MERGER, WHICH MERGES:

"ROSEMOUNT ANALYTICAL INC.", A DELAWARE CORPORATION,
WITH AND INTO "ROSEMOUNT INC." UNDER THE NAME OF "ROSEMOUNT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2017, AT 5:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.

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



6671975 8100M
SR# 20177698415

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 203829505
Date: 12-26-17

PATENT
REEL: 044978 FRAME: 0787

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Rosemount Inc.
, a Minnesota corporation,
and Rosemount Analytical Inc.
,
a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Rosemount Inc.
, a MN corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on 12/23/2017 at 11:59 pm.

SIXTH: The Agreement of Merger is on file at 6021 Innovation Blvd.,
Shakopee, MN 55379, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6021 Innovation Blvd., Shakopee, MN 55379.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 20th day of December, A.D., 2017.

By: 
Authorized Officer

Name: Sabrina Gilman
Print or Type

Title: Assistant Secretary