

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6191810

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/21/2020
CONVEYING PARTY DATA	
Name	Execution Date
ULTRA SAFE NUCLEAR CORPORATION	01/21/2020
RECEIVING PARTY DATA	
Name:	ULTRA SAFE NUCLEAR CORPORATION
Street Address:	2288 W. COMMODORE WAY, SUITE 300
City:	SEATTLE
State/Country:	WASHINGTON
Postal Code:	98199-1465
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	16254019
CORRESPONDENCE DATA	
Fax Number:	(610)407-0701
<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:	2027152898
Email:	eraufi@ratnerprestia.com
Correspondent Name:	RATNERPRESTIA
Address Line 1:	1090 VERMONT AVENUE, N.W.
Address Line 2:	SUITE 1200
Address Line 4:	WASHINGTON, D.C. 20005
ATTORNEY DOCKET NUMBER:	USN-119US
NAME OF SUBMITTER:	SUNJEEV S. SIKAND
SIGNATURE:	/Sunjeev S. Sikand/ (Reg. # 60,107)
DATE SIGNED:	07/09/2020
Total Attachments: 20	
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OFFICE OF THE NEW MEXICO
SECRETARY OF STATE

January 21, 2020

ULTRA SAFE NUCLEAR CORPORATION
460 ST. MICHAEL'S DRIVE
SUITE 1000
SANTA FE, NM 87505

**RE: ULTRA SAFE NUCLEAR CORPORATION
BUSINESS ID#:**

In New Mexico evidence was filed in which ULTRA SAFE NUCLEAR CORPORATION New Mexico ID 4477260 Merged with and into ULTRA SAFE NUCLEAR CORPORATION Delaware unqualified if app. Filed under the laws of New Mexico on January 21, 2020

The Office of the Secretary of State has approved and filed the Certificate of Merger Out of Existence for the above captioned corporation effective January 21, 2020. This letter is evidence of filing and should become a permanent document of the corporation's records.

Please be advised that although the Certificate of Merger Out of Existence has been approved, you must also comply with all other federal or state laws applicable to your corporation. This includes, but is not limited to state licensing requirements. It is the corporation's sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

If you have any questions, please contact the Business Services Division at (505) 827-3600 or toll free at 1-800-477-3632 for assistance.

Business Services Division

**ARTICLES OF MERGER
MERGING
ULTRA SAFE NUCLEAR CORPORATION, a New Mexico corporation
INTO
ULTRA SAFE NUCLEAR CORPORATION, a Delaware corporation**

Pursuant to Section 53-14-4 of the New Mexico Business Corporation Act.

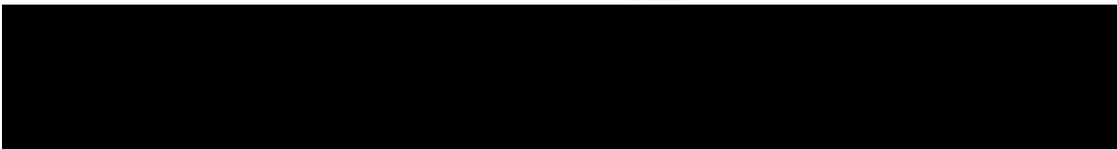
The undersigned corporation, a New Mexico business corporation, does hereby certify that:

FIRST: The constituent corporations (the "*Constituent Corporations*") participating in the merger herein certified (the "*Merger*") are:

(i) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of New Mexico ("*USNC New Mexico*"); and

(ii) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of Delaware ("*USNC Delaware*").

SECOND: An Agreement and Plan of Merger, dated as of January 21, 2020, by and among USNC New Mexico and USNC Delaware (the "*Merger Agreement*") has been approved and adopted by each of the Constituent Corporations in accordance with the laws under which they are organized and pursuant to Chapter 53, Article 14 of the New Mexico Business Corporation Act. A copy of the Merger Agreement is attached hereto as Exhibit A.

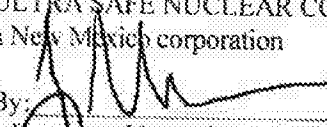


FOURTH: USNC Delaware shall be the surviving corporation in the Merger.

IN WITNESS WHEREOF, the undersigned corporate party, pursuant to authority duly granted by the corporation's Board of Directors, has caused these Articles of Merger to be executed by the undersigned officer.

DATED: January 21, 2020.

ULTRA SAFE NUCLEAR CORPORATION
a New Mexico corporation

By: 
Francesco Venneri
Chief Executive Officer

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EXHIBIT A

Agreement and Plan of Merger

(see attached)

ARTICLES OF MERGER - Page 2

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**AGREEMENT AND PLAN OF MERGER
OF
ULTRA SAFE NUCLEAR CORPORATION
A DELAWARE CORPORATION
AND
ULTRA SAFE NUCLEAR CORPORATION,
A NEW MEXICO CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of this 21st day of January, 2020 (the "*Agreement*"), is between Ultra Safe Nuclear Corporation, a Delaware corporation ("*USNC-Delaware*"), and Ultra Safe Nuclear Corporation, a New Mexico corporation ("*USNC-New Mexico*"). USNC-Delaware and USNC-New Mexico are collectively referred to herein as the "*Constituent Corporations*."

RECITALS

A. USNC-Delaware is a corporation duly organized and existing under the laws of the State of Delaware [REDACTED]

B. USNC-New Mexico is a corporation duly organized and existing under the laws of the State of New Mexico [REDACTED]

C. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of the Constituent Corporations that USNC-New Mexico merges with and into USNC-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors and shareholders of USNC-Delaware and USNC-New Mexico have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, USNC-Delaware and USNC-New Mexico hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act, USNC-New Mexico shall be merged with and into USNC-Delaware (the "*Merger*"), the separate existence of USNC-New Mexico shall cease and USNC-Delaware shall be, and is herein sometimes referred to as, the "*Surviving Corporation*," and the name of the Surviving Corporation shall be Ultra Safe Nuclear Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

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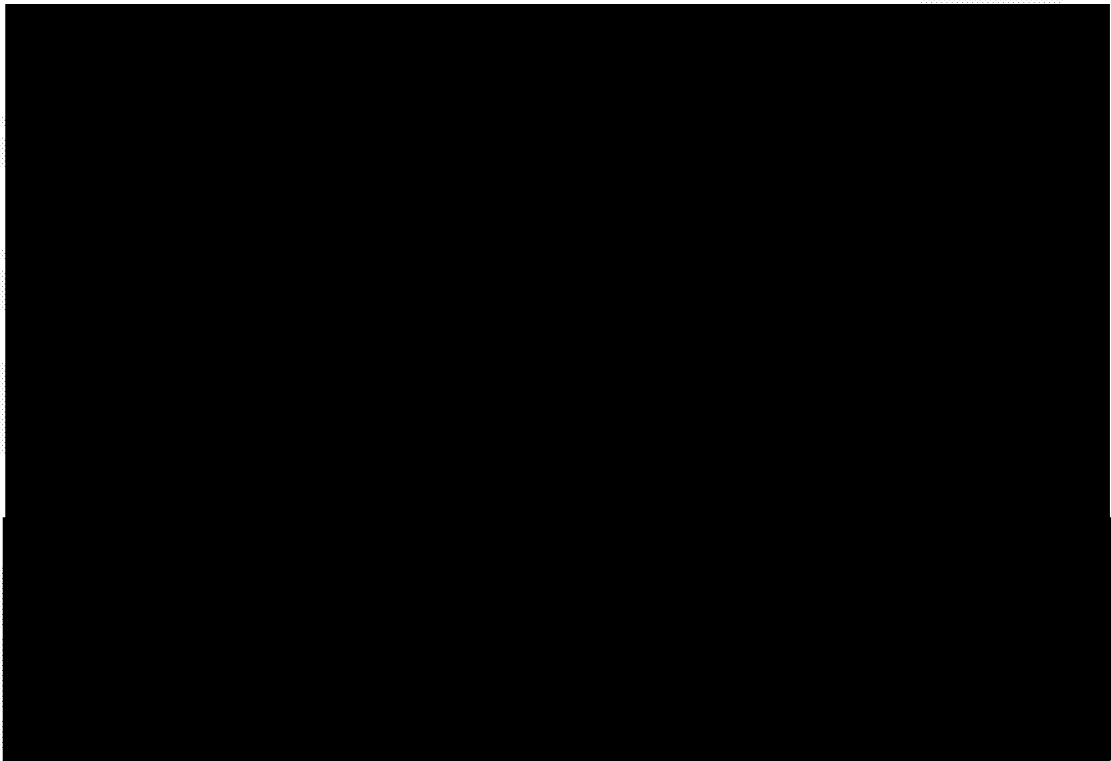
JAN 21 2020

(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the General Corporation Law of the State of Delaware shall have been filed with the Secretary of State of the State of Delaware; and

(b) An executed counterpart of the Certificate of Merger, an executed counterpart of this Agreement or any other document filed with the Secretary of State of the State of Delaware pursuant to section (a) above, shall have been filed with the Secretary of State of the State of New Mexico.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date*."

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of USNC-New Mexico shall cease and USNC-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and USNC-New Mexico's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of USNC-New Mexico in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of USNC-Delaware as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of USNC-New Mexico in the same manner as if USNC-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act.



**ARTICLES OF MERGER
MERGING
ULTRA SAFE NUCLEAR CORPORATION, a New Mexico corporation
INTO
ULTRA SAFE NUCLEAR CORPORATION, a Delaware corporation**

Pursuant to Section 53-14-4 of the New Mexico Business Corporation Act.

The undersigned corporation, a New Mexico business corporation, does hereby certify that:

FIRST: The constituent corporations (the "*Constituent Corporations*") participating in the merger herein certified (the "*Merger*") are:

(i) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of New Mexico ("*USNC New Mexico*"); and

(ii) Ultra Safe Nuclear Corporation, a corporation incorporated under the laws of the State of Delaware ("*USNC Delaware*").

SECOND: An Agreement and Plan of Merger, dated as of January 21, 2020, by and among USNC New Mexico and USNC Delaware (the "*Merger Agreement*") has been approved and adopted by each of the Constituent Corporations in accordance with the laws under which they are organized and pursuant to Chapter 53, Article 14 of the New Mexico Business Corporation Act. A copy of the Merger Agreement is attached hereto as Exhibit A.

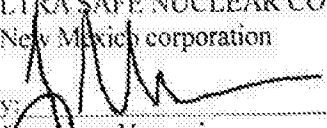
[REDACTED]
[REDACTED] All such shares of each of the Constituent Corporations voted in favor of the Merger Agreement, and no such shares of either Constituent Corporation voted against the Merger Agreement.

FOURTH: USNC Delaware shall be the surviving corporation in the Merger.

IN WITNESS WHEREOF, the undersigned corporate party, pursuant to authority duly granted by the corporation's Board of Directors, has caused these Articles of Merger to be executed by the undersigned officer.

DATED: January 21, 2020.

ULTRA SAFE NUCLEAR CORPORATION
a New Mexico corporation

By: 
Francesco Venneri
Chief Executive Officer

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EXHIBIT A

Agreement and Plan of Merger

(see attached)

ARTICLES OF MERGER - Page 2

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AGREEMENT AND PLAN OF MERGER
OF
ULTRA SAFE NUCLEAR CORPORATION
A DELAWARE CORPORATION
AND
ULTRA SAFE NUCLEAR CORPORATION,
A NEW MEXICO CORPORATION

THIS AGREEMENT AND PLAN OF MERGER dated as of this 21st day of January, 2020 (the "*Agreement*"), is between Ultra Safe Nuclear Corporation, a Delaware corporation ("*USNC-Delaware*"), and Ultra Safe Nuclear Corporation, a New Mexico corporation ("*USNC-New Mexico*"). USNC-Delaware and USNC-New Mexico are collectively referred to herein as the "*Constituent Corporations*."

RECITALS

A. USNC-Delaware is a corporation duly organized and existing under the laws of the State of Delaware [REDACTED]

B. USNC-New Mexico is a corporation duly organized and existing under the laws of the State of New Mexico [REDACTED]

C. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of the Constituent Corporations that USNC-New Mexico merges with and into USNC-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors and shareholders of USNC-Delaware and USNC-New Mexico have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, USNC-Delaware and USNC-New Mexico hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act, USNC-New Mexico shall be merged with and into USNC-Delaware (the "*Merger*"), the separate existence of USNC-New Mexico shall cease and USNC-Delaware shall be, and is herein sometimes referred to as, the "*Surviving Corporation*," and the name of the Surviving Corporation shall be Ultra Safe Nuclear Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

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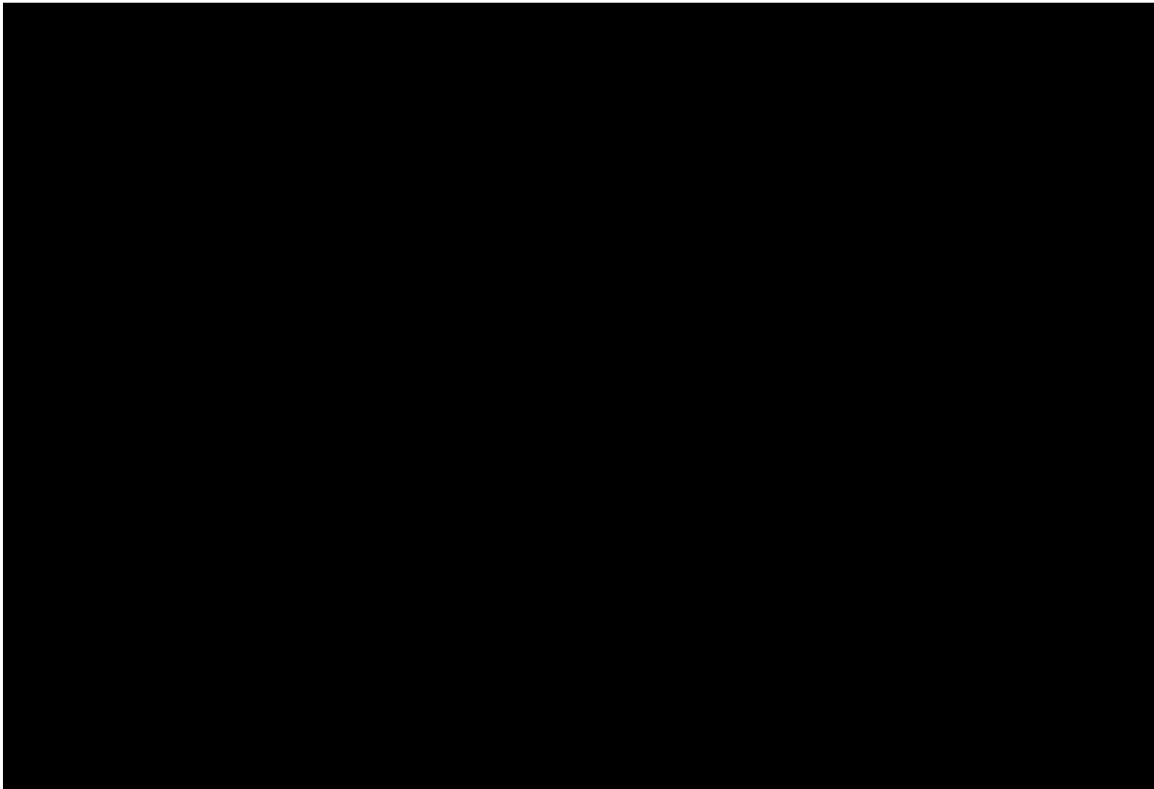
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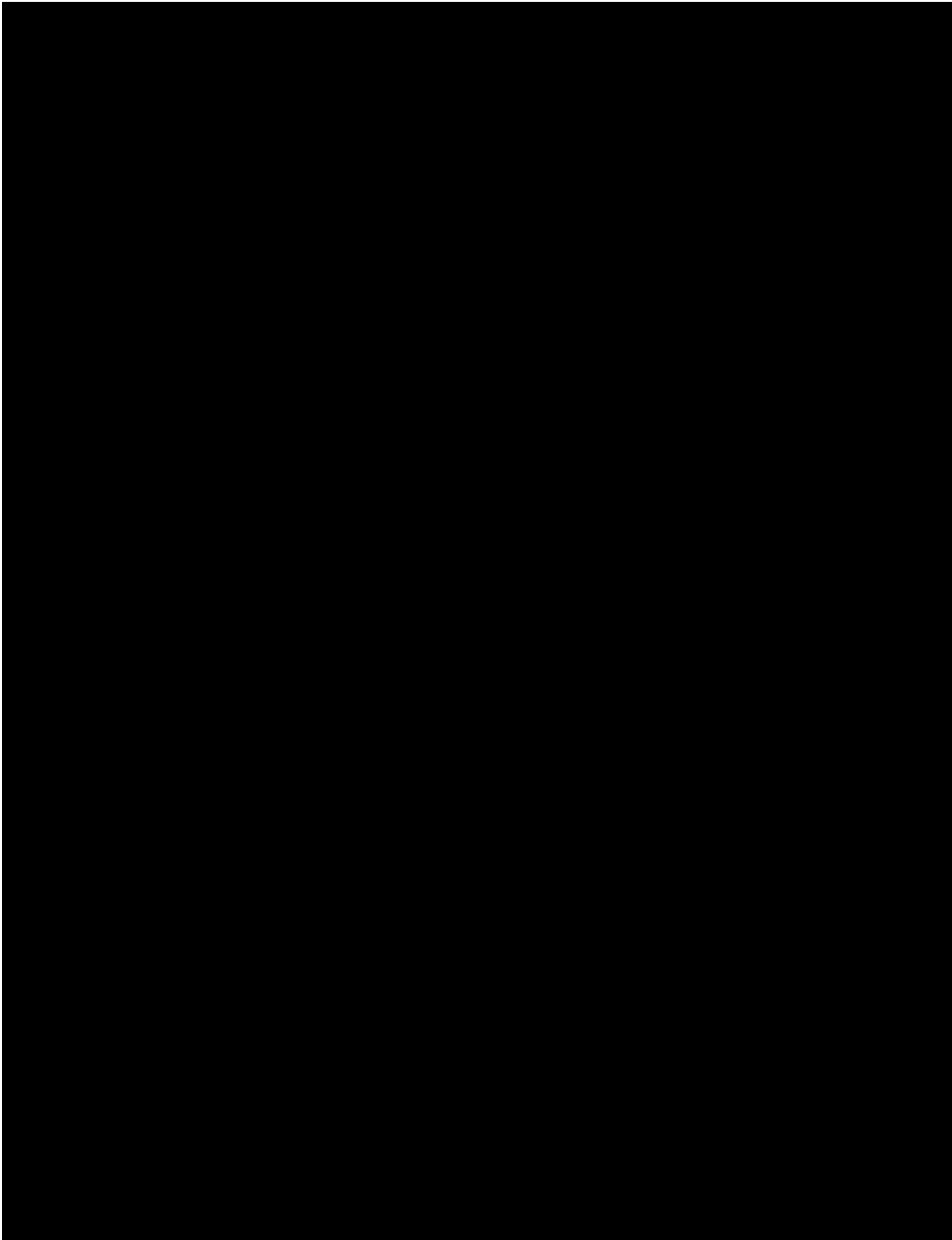
(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the General Corporation Law of the State of Delaware shall have been filed with the Secretary of State of the State of Delaware; and

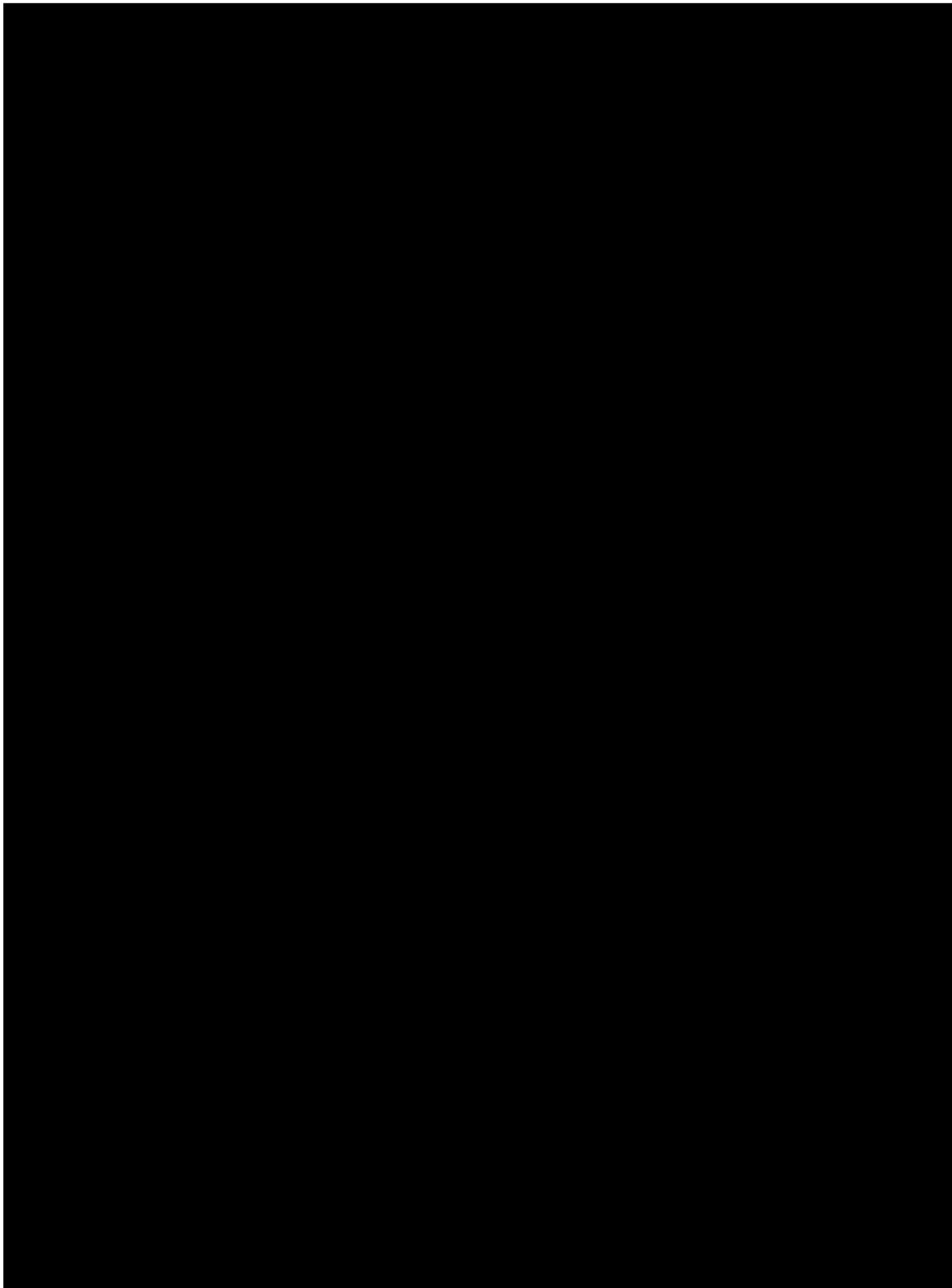
(b) An executed counterpart of the Certificate of Merger, an executed counterpart of this Agreement or any other document filed with the Secretary of State of the State of Delaware pursuant to section (a) above, shall have been filed with the Secretary of State of the State of New Mexico.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date*."

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of USNC-New Mexico shall cease and USNC-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and USNC-New Mexico's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of USNC-New Mexico in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of USNC-Delaware as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of USNC-New Mexico in the same manner as if USNC-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the New Mexico Business Corporation Act.







5.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware and the County of Kent is 3500 South Dupont Highway, Dover, Delaware 19901 and Incorporating Services, Ltd. is the registered agent of the Surviving Corporation at such address.

5.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 2288 W Commodore Way, STE 300, Seattle, WA 98199, and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

5.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the New Mexico Business Corporation Act.

5.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Ultra Safe Nuclear Corporation, a Delaware corporation, and the Board of Directors of Ultra Safe Nuclear Corporation, a New Mexico corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

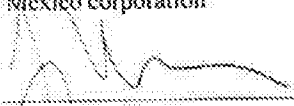
ULTRA SAFE NUCLEAR CORPORATION,
a Delaware corporation

By: 

Name: Francesco Venneri

Title: Chief Executive Officer

ULTRA SAFE NUCLEAR CORPORATION,
a New Mexico corporation

By: 

Name: Francesco Venneri

Title: Chief Executive Officer

[Signature Page to Agreement and Plan of Merger]

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EXHIBIT A

Amended and Restated Certificate of Incorporation

(See Attached)

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EXHIBIT A

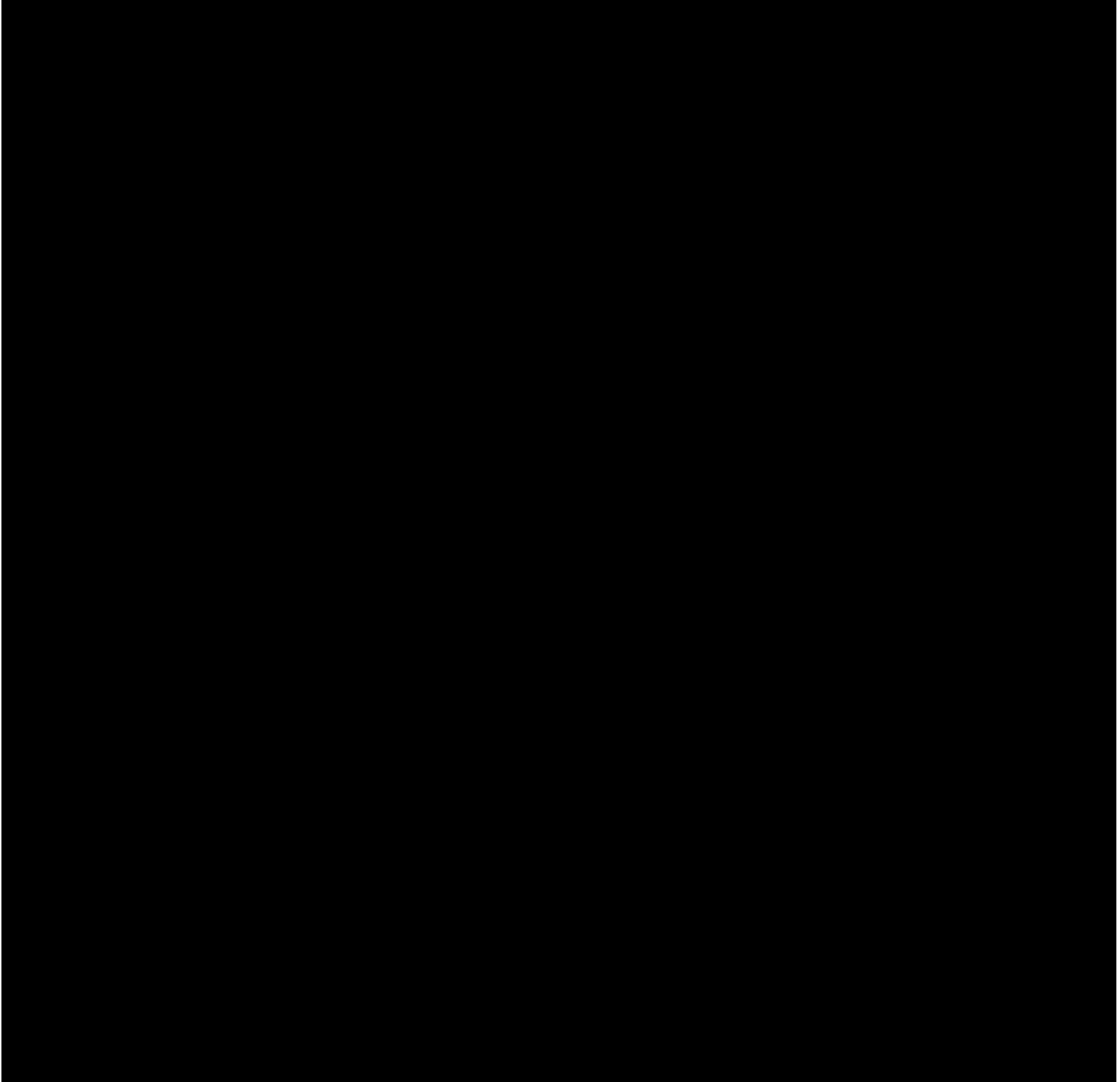
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ULTRA SAFE NUCLEAR CORPORATION

ARTICLE I

The name of this Company is Ultra Safe Nuclear Corporation (the "*Company*").

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.



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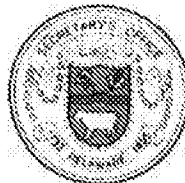
Delaware

The First State

Page 1

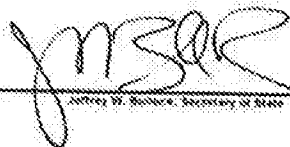
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ULTRA SAFE NUCLEAR CORPORATION", A NEW MEXICO CORPORATION,
WITH AND INTO "ULTRA SAFE NUCLEAR CORPORATION" UNDER THE
NAME OF "ULTRA SAFE NUCLEAR CORPORATION". A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF
JANUARY, A.D. 2020, AT 8:38 O'CLOCK A.M.



7801288 8100M
SR# 20200403136

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202222332
Date: 01-21-20

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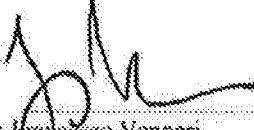
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IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer.

Dated: January 21, 2020

ULTRA SAFE NUCLEAR CORPORATION

By: 
Name: Francesco Venneri
Title: Chief Executive Officer

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EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ULTRA SAFE NUCLEAR CORPORATION**

ARTICLE I

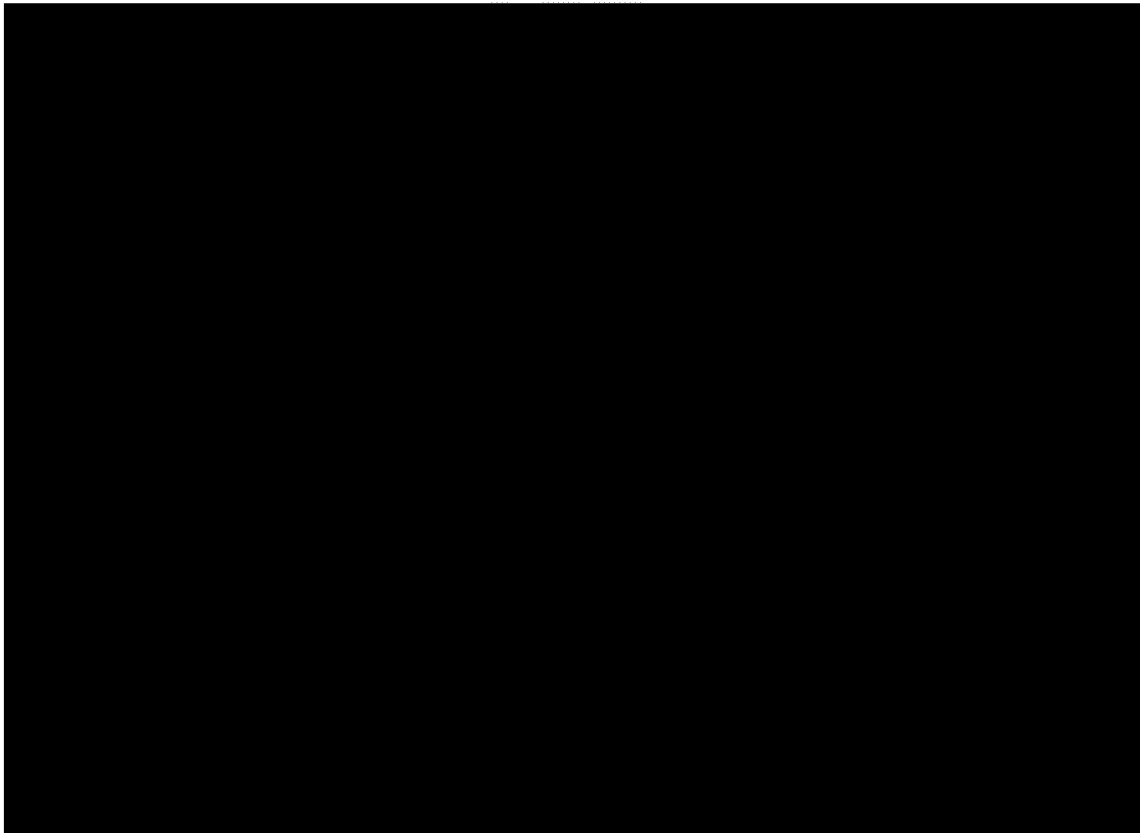
The name of this Company is Ultra Safe Nuclear Corporation (the "*Company*").

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

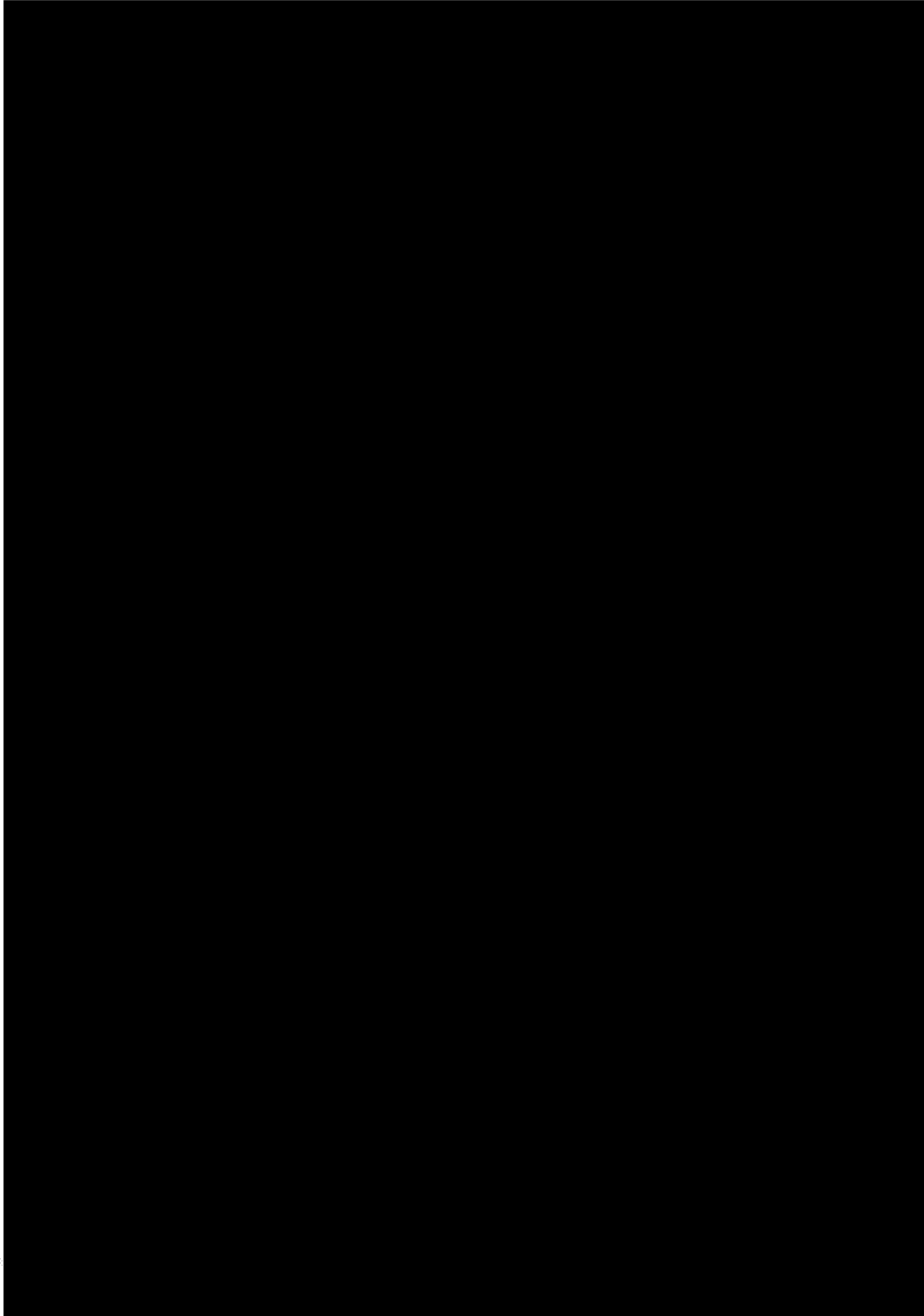
The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which the Company may be organized under the General Corporation Law of Delaware.



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