

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6503831

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	12/31/2020	
SEQUENCE:	3	
CONVEYING PARTY DATA		
	Name	Execution Date
	LDAG ACQUISITION CORP.	12/17/2020
RECEIVING PARTY DATA		
Name:	HAYWARD INDUSTRIES, INC.	
Street Address:	400 CONNELL DRIVE, SUITE 6100	
City:	BERKELEY HEIGHTS	
State/Country:	NEW JERSEY	
Postal Code:	07922	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Application Number:	16247442	
CORRESPONDENCE DATA		
Fax Number:	(973)297-6624	
<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:	973-639-6987	
Email:	mnikolsky@mccarter.com, thomlish@mccarter.com, mshomron@mccarter.com	
Correspondent Name:	MARK E. NIKOLSKY	
Address Line 1:	MCCARTER & ENGLISH, LLP	
Address Line 2:	FOUR GATEWAY CENTER, 100 MULBERRY STREET	
Address Line 4:	NEWARK, NEW JERSEY 07102	
ATTORNEY DOCKET NUMBER:	96964-01780	
NAME OF SUBMITTER:	TIMOTHY P. HOMLISH	
SIGNATURE:	/Timothy P. Homlish/	
DATE SIGNED:	01/19/2021	
Total Attachments: 10		
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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 OWNERSHIP, WHICH MERGES:

"LDAG ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "HAYWARD INDUSTRIES, INC." UNDER THE NAME OF
"HAYWARD INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED
IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2020,
AT 1:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2020 AT 11:20 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "JEFFREY W. BULLOCK, Secretary of State" is printed.

4522128 8100M
SR# 20208729801

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

Authentication: 204395965
Date: 12-22-20

PATENT
REEL: 054958 FRAME: 0380

CERTIFICATE OF OWNERSHIP AND MERGER

of

LDAG ACQUISITION CORP.
(a Delaware corporation)

into

HAYWARD INDUSTRIES, INC.
(a New Jersey corporation)

It is hereby certified that:

FIRST: Hayward Industries, Inc. ("**Hayward Industries**") is a business corporation of the State of New Jersey.

SECOND: Hayward Industries is the owner of all of the issued and outstanding shares of stock of LDAG Acquisition Corp. ("**LDAG**") which is a business corporation of the State of Delaware.

THIRD: The laws of the jurisdiction of organization of Hayward Industries permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FOURTH: Hayward Industries hereby merges LDAG into Hayward Industries effective as of 11:20 p.m. Eastern Standard Time on December 31, 2020 (the "**Effective Time**").

FIFTH: The following is a copy of the resolutions adopted as of December 1, 2020, by the Board of Directors of Hayward Industries approving the merger of LDAG with and into Hayward Industries:

WHEREAS, HAYWARD INDUSTRIES, INC., a New Jersey corporation ("**Hayward Industries**"), owns all of the issued and outstanding shares of the common stock, \$.01 par value, of **LDAG ACQUISITION CORP.**, a Delaware corporation ("**LDAG**"); and

WHEREAS, this Board of Directors has determined that the merger of LDAG into and with Hayward Industries, in accordance with the provisions of the New Jersey Business Corporation Act and the Delaware General Corporation Law would be advisable and in the best interests of Hayward Industries;

NOW, THEREFORE, BE IT RESOLVED, that this Board of Directors

hereby approves the following Plan of Merger for merging LDAG with and into Hayward Industries:

“1. Hayward Industries, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of LDAG Acquisition Corp., which is a business corporation of the State of Delaware, hereby merges LDAG Acquisition Corp. with and into Hayward Industries, Inc. pursuant to the provisions of the Delaware General Corporation Law and of the New Jersey Business Corporation Act, effective as of 11:20 p.m. Eastern Standard Time on December 31, 2020 (the “**Effective Time**”).

2. The separate existence of LDAG Acquisition Corp. shall cease upon the Effective Time of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Hayward Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. The issued and outstanding shares of LDAG Acquisition Corp. shall not be converted in any manner, but each said share that is issued as of the Effective Time of the merger shall be surrendered and cancelled.

4. The issued and outstanding shares of Hayward Industries, Inc. shall not be converted in any manner, but each said share that is issued and outstanding as of the Effective Time of the merger shall continue to represent one issued and outstanding share of Hayward Industries, Inc.

5. The Board of Directors and the proper officers of Hayward Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

6. At any time prior to the Effective Time, notwithstanding the approval of this Plan of Merger by the Board of Directors of LDAG Acquisition Corp. and Hayward Industries, Inc.,

this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of Hayward Industries, Inc.”

; and it is

FURTHER RESOLVED, that Hayward Industries does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of LDAG, as well as for enforcement of any obligation of Hayward Industries arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: Hayward Industries, Inc., 400 Connell Dr., Ste. 6100, Berkeley Heights, NJ 07922; and it is

FURTHER RESOLVED, that Hayward Industries shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of LDAG and of Hayward Industries and in any other appropriate jurisdiction; and it is

FURTHER RESOLVED, that the effective date of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 11:20 p.m. Eastern Standard Time on December 31, 2020, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of December 17, 2020.

HAYWARD INDUSTRIES, INC.

DocuSigned by:
By Kevin Holleran
Name: Kevin Holleran
Title: Chief Executive Officer and President

[Signature Page to DE Certificate of Ownership and Merger of LDAG Acquisition Corp.
into Hayward Industries, Inc.]

PATENT
REEL: 054958 FRAME: 0384

CERTIFICATE OF MERGER

OF

LDAG ACQUISITION CORP.

INTO

HAYWARD INDUSTRIES, INC.

Under Section 14A:10-5.1 and 14A:10-7 of the
New Jersey Business Corporation Act

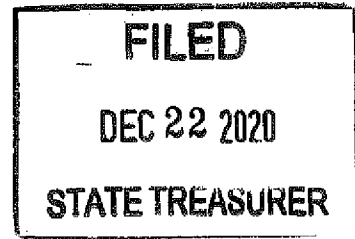
CERTIFICATE OF MERGER

OF

LDAG ACQUISITION CORP.
(a Delaware corporation)

INTO

HAYWARD INDUSTRIES, INC.
(a New Jersey corporation)



To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is LDAG Acquisition Corp. ("**LDAG**").

SECOND: The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Hayward Industries, Inc. ("**Hayward Industries**"). The New Jersey Identification Number of Hayward Industries is 4465526000.

THIRD: The number of outstanding shares of LDAG is one hundred (100), all of which are of one class, and all of which are owned by Hayward Industries.

FOURTH: The following is the Plan of Merger for merging LDAG with and into Hayward Industries as approved by the Board of Directors of Hayward Industries as of December 1, 2020:

"1. Hayward Industries, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of LDAG Acquisition Corp., which is a business corporation of the State of Delaware, hereby merges LDAG Acquisition Corp. with and into Hayward Industries, Inc. pursuant to the provisions of the Delaware General Corporation Law and of the New Jersey Business Corporation Act, effective as of 11:20 p.m. Eastern Standard Time on December 31, 2020 (the "**Effective Time**").

2. The separate existence of LDAG Acquisition Corp. shall

cease upon the Effective Time of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Hayward Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. The issued and outstanding shares of LDAG Acquisition Corp. shall not be converted in any manner, but each said share that is issued and outstanding as of the Effective Time of the merger shall be surrendered and cancelled.

4. The issued and outstanding shares of Hayward Industries, Inc. shall not be converted in any manner, but each said share that is issued and outstanding as of the Effective Time of the merger shall continue to represent one issued share of Hayward Industries, Inc.

5. The Board of Directors and the proper officers of Hayward Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

6. At any time prior to the Effective Time, notwithstanding the approval of this Plan of Merger by the Board of Directors of LDAG Acquisition Corp. and Hayward Industries, Inc., this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of Hayward Industries, Inc.”

FIFTH: Neither the certificate of incorporation of Hayward Industries nor the certificate of incorporation of LDAG requires the approval of its shareholders to authorize the merger herein certified.

SIXTH: The applicable provisions of the laws of the jurisdiction of organization of LDAG relating to the merger of LDAG with and into Hayward Industries will have been complied with upon compliance with any of the filing and recording requirements thereof.

SEVENTH: Hayward Industries will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

EIGHTH: The merger herein certified shall become effective in the State of New Jersey at 11:20 p.m. Eastern Standard Time on December 31, 2020.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of December 17, 2020.

LDAG ACQUISITION CORP.

DocuSigned by:
By Kevin Holleran
Name: Kevin Holleran
Title: Chief Executive Officer and President

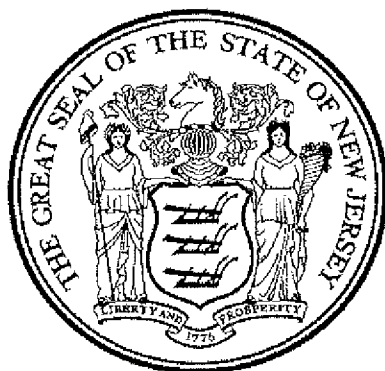
HAYWARD INDUSTRIES, INC.

DocuSigned by:
By Kevin Holleran
Name: Kevin Holleran
Title: Chief Executive Officer and President

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
4465526000

HAYWARD INDUSTRIES, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger filed December 22nd, 2020
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 142623945

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
24th day of December, 2020*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer