

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6518564

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
	Name	Execution Date
	BIONX MEDICAL TECHNOLOGIES, INC.	12/11/2019
RECEIVING PARTY DATA		
Name:	OTTO BOCK HEALTHCARE NORTH AMERICA, INC.	
Street Address:	11501 ALTERRA PARKWAY	
Internal Address:	SUITE 600	
City:	AUSTIN	
State/Country:	TEXAS	
Postal Code:	78758	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	14034907
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>		
Phone:	(919) 636-4767	
Email:	lelhamawy@kdbfirm.com, docketing@kdbfirm.com	
Correspondent Name:	KACVINSKY DAISAK BLUNI PLLC	
Address Line 1:	2601 WESTON PARKWAY, SUITE 103	
Address Line 4:	CARY, NORTH CAROLINA 27513	
ATTORNEY DOCKET NUMBER:	8120.0105C2	
NAME OF SUBMITTER:	ANTONIA DRAGOTTA	
SIGNATURE:	/Antonia Dragotta/	
DATE SIGNED:	01/27/2021	
Total Attachments: 8		
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PATENT

REEL: 055047 FRAME: 0882

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:

"BIONX MEDICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "OTTO BOCK HEALTHCARE NORTH AMERICA, INC." UNDER THE NAME OF "OTTO BOCK HEALTHCARE NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2019, AT 4:53 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. 2019 AT 11:59 O'CLOCK P.M.



7746866 8100M
SR# 20198582053

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204200154
Date: 12-12-19

PATENT
REEL: 055047 FRAME: 0883

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

OF
BIONX MEDICAL TECHNOLOGIES, INC.
(a Delaware corporation)
WITH AND INTO
OTTO BOCK HEALTHCARE NORTH AMERICA, INC.
(a Minnesota corporation)

December 11, 2019

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Otto Bock HealthCare North America, Inc., a Minnesota corporation (the "Parent"), does hereby certify to the following information relating to the merger of BionX Medical Technologies, Inc., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation (the "Merger"):

FIRST: That the Parent was incorporated on February 21, 1958 pursuant to the Business Corporation Act of the State of Minnesota, the provisions of which permit the merger of a parent corporation with and into a foreign subsidiary corporation.

SECOND: That the Parent owns all of the outstanding shares of the capital stock of the Subsidiary, a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on August 11, 2009.

THIRD: That the Board of Directors of the Parent, by resolutions duly adopted by unanimous written consent on December 11, 2019 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL.

FOURTH: The Parent shall be the surviving corporation of the Merger, which will continue its existence as said surviving corporation under its present name upon the effective date of said Merger.

FIFTH: The Articles of Incorporation of the Parent, as in effect immediately prior to the Merger, shall be the Articles of Incorporation of the surviving corporation.

SIXTH: This Certificate of Ownership and Merger and the Merger shall become effective at 11:59 p.m., Eastern Time, on December 31, 2019.

SEVENTH: The Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Parent arising

from the 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 DGCL, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept services of process in any suit or proceeding. The Secretary of State of the State of Delaware shall mail a copy of any such process to the Parent at 11501 Alterra Parkway, Suite 600, Austin, TX 78758.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been duly executed as of the 11th day of December, 2019.

OTTO BOCK HEALTHCARE
NORTH AMERICA, INC.,
a Minnesota corporation

By: 
Name: Andreas Schultz
Title: Chief Financial Officer

EXHIBIT A

RESOLUTIONS

See attached.

OTTO BOCK HEALTHCARE NORTH AMERICA, INC.

WRITTEN ACTION OF THE BOARD OF DIRECTORS

IN LIEU OF A MEETING

Dated as of December 11, 2019

Pursuant to the provisions of Section 302A.239 of the Minnesota Business Corporation Act, the undersigned, being all of the members of the board of directors (the "Board") of Otto Bock HealthCare North America, Inc., a Minnesota corporation (the "Company"), hereby waive notice of meeting; consent to the taking of each action set forth below as if an actual meeting of the Board had been held as of the date first set forth above; and instruct an appropriate officer of the Company to file this written consent (this "Consent") in the minute book of the Company. Each of the following actions shall constitute and shall have the same force and effect as if such actions had been authorized and taken at a formal meeting of the Company's Board duly convened and held on the above date and as if each director was present in person at such meeting and voted in favor thereof. This Consent may be executed in multiple counterparts, each of which shall be deemed an original but all of which when taken together shall constitute one and the same instrument.

Approval of the BionX Medical Technologies, Inc. Merger

WHEREAS, the Company is the sole stockholder of its subsidiary BionX Medical Technologies, Inc., a Delaware corporation ("BMT");

WHEREAS, the Company has under consideration an Agreement and Plan of Merger (the "BMT Merger Agreement") by and between the Company and BMT pursuant to the terms of which BMT shall merge with and into the Company, with the Company as the surviving entity of such merger (the "BMT Merger");

WHEREAS, the Company desires to accomplish the BMT Merger pursuant to Section 302A.621 of the Minnesota Business Corporation Act and Section 253 of the Delaware General Corporation Law; and

WHEREAS, the Board has fully reviewed the BMT Merger Agreement and the transaction contemplated thereby and considers it to be in the best interests of the Company to enter into and effect the BMT Merger by executing and delivering the BMT Merger Agreement and by executing and filing Articles of Merger with the Secretary of State of the State of Minnesota (the "Minnesota Articles of Merger") and by executing and filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Delaware Certificate of Ownership and Merger").

RESOLVED, that the undersigned hereby approve the BMT Merger, the BMT Merger Agreement, the Minnesota Articles of Merger and the Delaware Certificate of Ownership and Merger and the Company hereby assumes all of the obligations and liabilities of BMT;

FURTHER RESOLVED, the issued shares of BMT shall not be converted in any manner, but each said share which is issued as of the effective date of the BMT Merger shall be surrendered and extinguished;

FURTHER RESOLVED, that the undersigned hereby approve the form, terms and provisions of the BMT Merger Agreement in the forms heretofore presented to the undersigned, with such changes therein or additions thereto as the undersigned or the officers executing the same shall approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that Andreas Schultz, as Chief Financial Officer of the Company, be, and hereby is, authorized to execute and deliver, for and on behalf of the Company, the BMT Merger Agreement, the Minnesota Articles of Merger and the Delaware Certificate of Ownership and Merger and any and all other documents, papers or instruments contemplated thereby and to do or cause to be done any and all such acts and deeds as such officer may deem necessary or desirable in order to effectuate or carry out the purpose and intent of the foregoing resolutions; and further, that the foregoing resolutions shall be deemed to include such further acts and deeds as may be necessary, convenient or appropriate, in the judgment of such sole manager, to carry out the transactions contemplated thereby, and all acts and deeds previously performed by the officer prior to the date of these resolutions that are within the authority conferred hereby, are hereby ratified, confirmed and approved as the authorized acts and deeds of the Company.

General

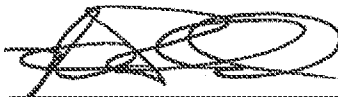
RESOLVED, that any and all acts and deeds of the Board or the officers of the Company prior to the date hereof for and on behalf of and in the name of the Company in connection with carrying out the foregoing resolutions and the transactions contemplated thereby that are within the authority conferred by this Consent are hereby ratified, confirmed, adopted and approved as the authorized acts and deeds of the Company; and

FURTHER RESOLVED, that the Board and the officers of the Company be, and each hereby is, authorized to do or cause to be done, any and all acts, and to execute and deliver, or cause to be executed and delivered, any and all agreements, undertakings, consents, documents, and certificates, as in their opinion, or in the opinion of counsel to the Company, may be necessary, appropriate, or desirable to carry out the terms and intent of this Consent, any such act or execution and delivery to be conclusive evidence of the opinion of such Board or officer in that respect, and all such acts, executions and deliveries, whether the same occurred prior to or after the enactment of this Consent, are hereby approved, ratified and confirmed.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Consent as of the date first set forth above.

BOARD OF DIRECTORS

A stylized, handwritten signature in black ink, appearing to be 'BR' followed by a large loop.

Brad Ruhl

A handwritten signature in black ink, appearing to be 'AS' followed by a flourish.

Andreas Schultz

A handwritten signature in black ink, appearing to be 'AL' followed by a long horizontal stroke.

Albert Li

[Signature Page to Board of Directors Consent of Otto Bock HealthCare North America, Inc.]