

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6831733

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	10/15/2007	
CONVEYING PARTY DATA		
	Name	Execution Date
	COUNTERPATH SOLUTIONS, INC.	10/15/2007
RECEIVING PARTY DATA		
Name:	COUNTERPATH CORPORATION	
Street Address:	SUITE 300, ONE BENTALL CENTRE, 505 BURRARD STREET	
City:	VANCOUVER	
State/Country:	CANADA	
Postal Code:	V7X 1M3	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	7958276
CORRESPONDENCE DATA		
Fax Number:	(801)531-1929	
<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:	801-994-4646	
Email:	docket@kba.law	
Correspondent Name:	BRYAN J. MASSEY	
Address Line 1:	50 WEST BROADWAY, 10TH FLOOR	
Address Line 4:	SALT LAKE CITY, UTAH 84101	
ATTORNEY DOCKET NUMBER:	7033.1.1	
NAME OF SUBMITTER:	BRYAN J. MASSEY	
SIGNATURE:	/Bryan J. Massey/	
DATE SIGNED:	07/26/2021	
Total Attachments: 17		
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STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*

OFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

October 10, 2007

Job Number
C20071011-0047

Corporation Number
C9385-2003

Filing Description

Merge In

**Document Filing
Number**

20070693429-02

Date/Time of Filing

October 10, 2007 04:14:54
PM

Corporation Name
COUNTERPATH CORPORATION

Resident Agent
INCorp SERVICES, INC.

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

PATENT
REEL: 056977 FRAME: 0307



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

**Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1**

Important: Read attached instructions before completing form.

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20070693429-02
	Filing Date and Time 10/10/2007 4:14 PM
	Entity Number C9385-2003

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

CounterPath Corporation

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

CounterPath Solutions, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

CounterPath Solutions, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised on: 10/24/03

CW1426734.1



ROSS MILLER
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 2

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (If a foreign entity is the survivor in the merger - NRS 92A.1 80):

Attn: _____

c/o: _____

- 3) (Choose one)



The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).



The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- (a) Owner's approval was not required from

CounterPath Corporation

Name of merging entity, if applicable

CounterPath Solutions, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

CounterPath Solutions, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Mergers 2008
Revised 01/10/24/08

CW1425734.1



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 3

Important: Read attached instructions before completing form.

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- (b) The plan was approved by the required consent of the owners of *;

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2803
Revised 01/10/08

CW1436734.1



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2009
Revised on: 10/24/09

CW1426734.1



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 6706
Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article One of the Articles of Incorporation of CounterPath Solutions, Inc. is hereby amended to change the name of CounterPath Solutions, Inc. to CounterPath Corporation

- 6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional)**: October 15, 2007

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2006
Revised cnc 10/24/06

CW142734.1

ROSS MILLER
Secretary of State
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Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 8) **Signatures - Must be signed by:** An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)
(If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

CounterPath Corporation

Name of merging entity

/s/ Signed

Signature

**President, Secretary,
Treasurer and Director**

Title

Oct. 10, 2007

Date

CounterPath Solutions, Inc.

Name of merging entity

/s/ Signed

Signature

President and Director

Title

Oct. 19, 2007

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

CounterPath Solutions, Inc.

Name of surviving entity

/s/ Signed

Signature

President and Director

Title

Oct. 10, 2007

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected. This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Mergers 2006
Revised Oct 15/2006

CW1430191.1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT dated as of October 3, 2007.

BETWEEN:

COUNTERPATH CORPORATION, a Nevada corporation,
having its office at Suite 300, One Bentall Centre, 505 Burrard
Street, Vancouver, BC V7X 1M3

("CounterPath")

AND:

COUNTERPATH SOLUTIONS, INC., a Nevada corporation,
having its office at Suite 300, One Bentall Centre, 505 Burrard
Street, Vancouver, BC V7X 1M3

("CounterPath Solutions")

WHEREAS:

- A. CounterPath is the wholly-owned subsidiary of CounterPath Solutions;
- B. The boards of directors of CounterPath and CounterPath Solutions deem it advisable and in the best interests of their respective companies and shareholders that CounterPath be merged with and into CounterPath Solutions, with CounterPath Solutions remaining as the surviving corporation under the name "CounterPath Corporation";
- C. The board of directors of CounterPath has approved the plan of merger embodied in this Agreement; and
- D. The board of directors of CounterPath Solutions has approved the plan of merger embodied in this Agreement.

THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto do hereby agree to merge on the terms and conditions herein provided, as follows:

1. **THE MERGER**

1.1 **The Merger**

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), CounterPath shall be merged with and into CounterPath Solutions in accordance with the applicable laws of the State of Nevada (the "Merger"). The separate

existence of CounterPath shall cease, and CounterPath Solutions shall be the surviving corporation under the name "CounterPath Corporation" (the "Surviving Corporation") and shall be governed by the laws of the State of Nevada.

1.2 Effective Date

The Merger shall become effective on the date and at the time (the "Effective Date") that:

- (a) the Articles of Merger, in substantially the form annexed hereto as Appendix A, that the parties hereto intend to deliver to the Secretary of State of the State of Nevada, are accepted and declared effective by the Secretary of State of the State of Nevada; and
- (b) after satisfaction of the requirements of the laws of the State of Nevada.

1.3 Articles of Incorporation

On the Effective Date, the Articles of Incorporation of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation except that Article 1 of the Articles of Incorporation of CounterPath Solutions, as the Surviving Corporation, shall be amended to state that the name of the corporation is "CounterPath Corporation".

1.4 Bylaws

On the Effective Date, the Bylaws of CounterPath Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

1.5 Directors and Officers

The directors and officers of CounterPath Solutions immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

2. CONVERSION OF SHARES

2.1 Common Stock of CounterPath Solutions

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of common stock of CounterPath Solutions, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one fully paid and non-assessable share of the common stock of the Surviving Corporation, par value of \$0.001 per share (the "Survivor Stock").

2.2 Common Stock of CounterPath

Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of CounterPath, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Date shall be cancelled.

2.3 Exchange of Certificates

Each person who becomes entitled to receive any Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation a certificate or certificates representing the number of Survivor Stock to which such person is entitled as provided herein.

3. EFFECT OF THE MERGER

3.1 Rights, Privileges, etc.

On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of CounterPath and CounterPath Solutions; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of CounterPath and CounterPath Solutions on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed, title to any real estate, or any interest therein vested in CounterPath or CounterPath Solutions, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of CounterPath and CounterPath Solutions shall be preserved unimpaired, and all liens upon the property of CounterPath or CounterPath Solutions shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

3.2 FURTHER ASSURANCES

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of CounterPath such deeds and other instruments, and there shall be taken or caused to be taken by it such further other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of CounterPath and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of CounterPath or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4. **GENERAL**

4.1 **Abandonment**

Notwithstanding any approval of the Merger or this Agreement by the shareholders of CounterPath or CounterPath Solutions or both, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time, by mutual written agreement of CounterPath and CounterPath Solutions.

4.2 **Amendment**

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the board of directors of both CounterPath and CounterPath Solutions.

4.3 **Governing Law**

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Nevada.

4.4 **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.

4.5 **Electronic Means**

Delivery of an executed copy of this Agreement by electronic facsimile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date set forth above.

COUNTERPATH CORPORATION

Per: /s/ Signed
Authorized Signatory

COUNTERPATH SOLUTIONS, INC.

Per: /s/ Signed
Authorized Signatory

CW140191.1

APPENDIX A

To the Agreement and Plan of Merger between
CounterPath and CounterPath Solutions

Articles of Merger

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4286
(775) 684 5708
Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))

SUBMIT IN DUPLICATE

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

CounterPath Corporation
Name of merging entity

Nevada
Jurisdiction

Corporation
Entity type *

CounterPath Solutions, Inc.
Name of merging entity

Nevada
Jurisdiction

Corporation
Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

CounterPath Solutions, Inc.
Name of surviving entity

Nevada
Jurisdiction

Corporation
Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State /M Merger 3008
Revised 01/18/2003

CW143919.1



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 2

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger – NRS 92A.190):

Attn:

c/o:

- 3) (Choose one)

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- (a) Owner's approval was not required from

CounterPath Corporation

Name of merging entity, if applicable

CounterPath Solutions, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

CounterPath Solutions, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2009
Revised 01c 10/24/09



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger
(PURSUANT TO NRS §2A.300)
Page 3

Important: Read attached instructions before completing form.

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(b) The plan was approved by the required consent of the owners of *:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2006
Revised 01/18/2006

CW1439191.1



ROSS MILLER
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Articles of Merger
(PURSUANT TO NRS 92A.300)
Page 4

Important: Read attached instructions before completing form.

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2009
Revised on: 10/24/09

CW143919L1



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

Important: Read attached instructions before completing form.

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- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article One of the Articles of Incorporation of CounterPath Solutions, Inc. is hereby amended to change the name of CounterPath Solutions, Inc. to CounterPath Corporation

- 6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional)**: October 18, 2007

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2006
Revised on: 10/24/06

CW149191.1



ROSS MILLER
Secretary of State
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Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*
(If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

CounterPath Corporation		
Name of merging entity		
Signature	President, Secretary, Treasurer and Director	Date
CounterPath Solutions, Inc.		
Name of merging entity		
Signature	President and Director	Date
Name of merging entity		
Signature		Date
Name of merging entity		
Signature		Date
CounterPath Solutions, Inc.		
Name of surviving entity		
Signature	President and Director	Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected. This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2083
Revised 01/18/2008

CW1439191.1