

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7353757

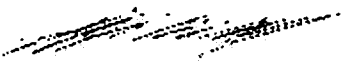
SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	ECHOGEN POWER SYSTEMS, LLC	09/01/2016
RECEIVING PARTY DATA		
Name:	ECHOGEN POWER SYSTEMS (DELAWARE), INC.	
Street Address:	16192 COASTAL HIGHWAY	
City:	LEWES	
State/Country:	DELAWARE	
Postal Code:	19958	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	15523485
CORRESPONDENCE DATA		
Fax Number:	(832)201-8247	
<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:	8662012030	
Email:	docketing@nls.law	
Correspondent Name:	NOLTE LACKENBACH SIEGEL	
Address Line 1:	500 STONEGATE DRIVE	
Address Line 4:	KATY, TEXAS 77494	
ATTORNEY DOCKET NUMBER:	EPS-136UTIL	
NAME OF SUBMITTER:	N. ALEXANDER NOLTE	
SIGNATURE:	/N. Alexander Nolte/	
DATE SIGNED:	05/27/2022	
Total Attachments: 7		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page1.tif		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page2.tif		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page3.tif		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page4.tif		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page5.tif		
source=2016-09-01 Certificate of Conversion LLC to (DE) Inc filed#page6.tif		

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 08/29/2016
FILED 03:32 PM 08/29/2016
SR 20165564247 - File Number 4939319

STATE OF DELAWARE ☐
CERTIFICATE OF CONVERSION ☐
FROM A LIMITED LIABILITY COMPANY TO A ☐
CORPORATION PURSUANT TO SECTION 265 OF ☐
THE DELAWARE GENERAL CORPORATION LAW ☐

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware
- 3.) The date the Limited Liability Company first formed is February 11, 2011
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Echogen Power Systems, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Echogen Power Systems (Delaware), Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 1st day of September, A.D. 2016

By: 

Name: Jeffrey W. Leonard
Print or Type

Title: Secretary
Print or Type

CERTIFICATE OF INCORPORATION
OF
ECHOGEN POWER SYSTEMS (DELAWARE), INC.

ARTICLE ONE

The name of the corporation is Echogen Power Systems (Delaware), Inc. (the "Corporation")

ARTICLE TWO

The Corporation's registered office in the State of Delaware is to be located at 16192 Coastal Highway, Lewes, Sussex County, Delaware 19958. The name of its registered agent in charge thereof is Harvard Business Services, Inc.

ARTICLE THREE

The purpose of the Corporation is to acquire, own and commercialize certain intellectual property rights including, without limitation, through the licensing of those rights and/or the manufacture and sale of products that utilize those rights and to conduct any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"). The Corporation is being incorporated in connection with the conversion of Echogen Power Systems, LLC, a Delaware limited liability company (the "LLC") to the Corporation (the "Conversion") and this Certificate of Incorporation is being filed simultaneously with the Certificate of Conversion of the LLC to the Corporation.

ARTICLE FOUR

A. The total number of shares of all classes of capital stock which this Corporation is authorized to issue is 1,295,809 shares. The shares of capital stock shall be divided into two (2) classes, of which 817,182 shares shall be Class A Common Stock, par value \$0.001 per share (such stock, the "Class A Common Stock" and such shares, the "Class A Shares"), and 378,627 shares shall be Class B Common Stock, par value \$0.001 per share (such stock, the "Class B Common Stock" and such shares, the "Class B Shares," and together with the Class A Shares, without distinction, the "Shares") and 100,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). Upon the filing of the Certificate of Conversion of the LLC to the Corporation and this Certificate of Incorporation (the "Effective Time"), (i) each of the Class A Shares in the LLC outstanding immediately prior to the Effective Time will be deemed to be one (1) issued and outstanding, fully paid and nonassessable share of Class A Common Stock, without any action required on the part of the Corporation or the former holder of such Class A Shares in the LLC and (ii) each of the Class B Shares in the LLC outstanding immediately prior to the Effective Time will be deemed to be one (1) issued and outstanding, fully paid and nonassessable share of Class B Common Stock, without any action required on the part of the

State of Delaware

Secretary of State

Division of Corporations

Delivered 03:32 PM 08/29/2016

FILED 03:32 PM 08/29/2016

SR 20165564247 - File Number 4939319

PATENT
REEL: 060035 FRAME: 0600

Corporation or the former holder of such Class B Shares in the LLC. Except as otherwise set forth in this Article IV, or otherwise set forth in any written agreement among the Corporation and its stockholders, no holder of shares of any class or series of stock of the Corporation as such shall have any preemptive or other right to subscribe for or purchase any shares of any class or series of stock of the Corporation, or any securities convertible into shares of stock of any class, which at any time may be issued or sold by the Corporation. Except as required by the laws of the State of Delaware or provided herein, each holder of Shares shall be entitled to vote at all meetings of the stockholders and shall have one vote for each Share held by such stockholder, and the Class A Shares and the Class B Shares shall vote as a single class with respect to all matters submitted to a vote of stockholders of the Corporation.

B. Subject to Section 13.13 of the Stockholders Agreement (as defined below), the Board of Directors is hereby expressly authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock, and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

ARTICLE FIVE

Except as otherwise provided by this Certificate of Incorporation or the DGCL, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Notwithstanding anything herein to the contrary, any material action by the Corporation out of the ordinary course of business of the Corporation shall be specifically authorized or ratified by the Board of Directors. The total number of directors constituting the Board of Directors shall initially be five (5) directors. Thereafter, the total number of directors shall be fixed from time to time by or in the manner provided in the bylaws of the Corporation (as the same may be amended and/or restated from time to time, the "Bylaws").

ARTICLE SIX

The name and mailing address of the incorporator is as follows: Jeffrey W. Leonard, Leonard & Terzola Co. Ltd., 365 Water Street, Akron, Ohio 44308.

ARTICLE SEVEN

The Corporation is to have perpetual existence.

ARTICLE EIGHT

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

ARTICLE NINE

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE TEN

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE THIRTEEN

The Corporation shall, to the fullest extent permitted by the DGCL, indemnify and advance expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred to any person who is or was a director of the Corporation. If the DGCL is hereafter amended to further permit indemnification and advancement of expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, then the Corporation shall indemnify and advance expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred to any person who is or was a director of the Corporation to the fullest extent permitted by the DGCL, as so amended.

The Corporation may, to the fullest extent permitted by the DGCL, indemnify and advance expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred to any person who is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. If the DGCL is hereafter amended to further permit indemnification and advancement of expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and

reasonably incurred, then the Corporation may indemnify and advance expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred to such persons to the fullest extent permitted by the DGCL, as so amended.

Notwithstanding any of the foregoing, no funds shall be paid to any person in advance of the final disposition of a proceeding prior to receipt by the Corporation of an undertaking by such person to repay such amounts if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

By action of the Board of Directors, notwithstanding an interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have the power to indemnify him or her against such liability under these provisions.

Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect the rights set forth in this Article existing at the time of such repeal or modification.

ARTICLE FOURTEEN

A. Notwithstanding anything to the contrary set forth herein, but in addition to any vote or consent required by law, this Certificate of Incorporation or the Bylaws, the Corporation shall not, whether by merger, consolidation or otherwise, take or authorize the taking of any of the following actions without the prior affirmative vote or consent of (i) a majority of the outstanding Shares entitled to vote thereon, voting together as a single class, (ii) the holders of a majority of the outstanding Class A Shares, voting as a single class, and (iii) for as long as Dresser Rand Company, a New York general partnership ("D-R"), owns at least eight percent (8%) of the issued and outstanding Shares, D-R:

- (i) amend or restate Article Three hereof or otherwise change the purposes of the Corporation;
- (ii) approve any voluntary dissolution of the Corporation;
- (iii) fail to do any of the following:
 - (a) permit D-R to participate in strategic discussions and decisions associated with the Corporation's research and development with respect to its products unless such discussions involve or relate to a dispute or potential dispute between the Corporation, Echogen Power Systems, Inc., an Ohio corporation ("Echogen") and/or the holders of the capital stock of Echogen and D-R; or

(b) maintain the books, accounts and records of the Corporation in accordance with Generally Accepted Accounting Principles;

(iv) agree to do anything otherwise requiring the additional approvals provided herein pursuant to subsection (iii) of paragraph A of this Article Fourteen; or

(v) amend or restate any provision of this Article Fourteen.

B. Notwithstanding anything to the contrary set forth herein, but in addition to any vote or consent required by law, this Certificate of Incorporation or the Bylaws, the Corporation shall not, without the prior affirmative vote of the holders of a majority of the voting power of the issued and outstanding Shares, voting together as a single class, file a voluntary petition in bankruptcy.

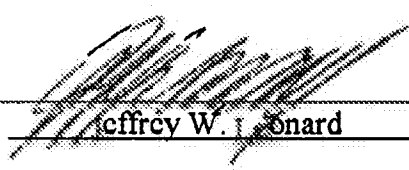
C. Notwithstanding anything to the contrary set forth herein, prior to March 21, 2017, the Corporation shall not enter into a Liquidity Transaction (as defined in the Stockholders Agreement for the Corporation, dated as of September 1, 2016, by and among the Corporation, Echogen, D-R and such other persons that may become stockholders of the Corporation and parties to thereto, (as amended and/or restated from time to time, the "Stockholders Agreement")) unless such Liquidity Transaction is a Permitted Transaction (as defined in the Stockholders Agreement).

D. Notwithstanding anything to the contrary set forth herein, the Corporation shall not issue any debt to any of the stockholders of the Corporation or any of their respective affiliates unless issued pursuant to Section 3.3 of the Stockholders Agreement (or any successor provision).

E. Notwithstanding anything to the contrary set forth herein, the Corporation shall not enter into any Stockholder/Affiliate Transactions (as defined in the Stockholders Agreement) unless such Stockholder/Affiliate Transaction is authorized pursuant to Section 4.3 of the Stockholders Agreement (or any successor provision).

[Signature Page Follows]

The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31st day of August, A.D. 2016.

BY:  (Incorporator)
NAME: Jeffrey W. Leonard (type or print)