

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7243370

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2019
CONVEYING PARTY DATA	
Name	Execution Date
SPINAL ELEMENTS, INC.	12/31/2019
RECEIVING PARTY DATA	
Name:	AMENDIA, INC.
Street Address:	3115 MELROSE DRIVE, SUITE 200
City:	CARLSBAD
State/Country:	CALIFORNIA
Postal Code:	92010
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	17544374
CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<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:	9497600404
Email:	efiling@knobbe.com
Correspondent Name:	KNOBBE, MARTENS, OLSON & BEAR, LLP
Address Line 1:	2040 MAIN STREET, 14TH FLOOR
Address Line 4:	IRVINE, CALIFORNIA 92614
ATTORNEY DOCKET NUMBER:	QORTHO.122C1
NAME OF SUBMITTER:	DEVANIE DUFOUR
SIGNATURE:	/Devanie DuFour/
DATE SIGNED:	03/24/2022
Total Attachments: 13	
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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:

"SPINAL ELEMENTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AMENDIA, INC." UNDER THE NAME OF "SPINAL ELEMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019, AT 11:41 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7777354 8100M
SR# 20200038590

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

Authentication: 202112809
Date: 01-03-20

PATENT
REEL: 060392 FRAME: 0299

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPINAL ELEMENTS, INC.
a Delaware corporation

WITH AND INTO

AMENDIA, INC.
a Delaware corporation

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Amendia, Inc., a Delaware corporation (the "Parent"), as of December 31, 2019 does hereby certify to the following facts relating to the merger (the "Merger") of Spinal Elements, Inc., a Delaware corporation (the "Subsidiary") with and into Parent, with the Parent remaining as the surviving corporation under the name of Spinal Elements, Inc.:

FIRST: That the Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: That the Board of Directors of the Parent, by the following resolutions, duly determined on December 31, 2019 to merge the Parent with the Subsidiary pursuant to Section 253 of the DGCL:

WHEREAS: The Parent owns one hundred percent (100%) of the issued and outstanding shares of common stock of the Subsidiary as of the date hereof; and

WHEREAS: The Parent desires to merge itself with the Subsidiary, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, with the Parent being the surviving corporation and possessing all of the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS: The Parent desires to change the name of the surviving corporation to Spinal Elements, Inc. pursuant to Section 253(b) of the DGCL.

RESOLVED: That the form, terms, provisions, conditions, schedules, certificates, exhibits, annexes and appendices of, and the transactions contemplated by, the Certificate of Merger, to be dated on or about the date hereof (the "Certificate of Merger") and the Merger Agreement between the Parent and the Subsidiary relating thereto (the "Merger Agreement"), pursuant to which the Subsidiary will be merged (the "Merger") with and into the Parent with the Parent being the surviving corporation (the "Surviving Corporation"), in substantially the form furnished to

the Board be, and hereby are, approved in all respects, together with such changes thereto as any officer of the Parent (each, a "Proper Officer") deems necessary or advisable; and be it further

RESOLVED: That the Board, after due consideration of its fiduciary duties under applicable law, hereby determines that the terms of the Certificate of Merger, the Merger Agreement, the Merger and all other transactions contemplated thereby are advisable and fair to, and in the best interests of, the Parent and its stockholders, and hereby approved and the Proper Officers are hereby authorized and directed, in the name and on behalf of the Parent, to execute, deliver and file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, such execution and filing to be conclusive evidence that the same has been approved by the Board; and be it further

RESOLVED: The Certificate of Incorporation of the Parent as in effect immediately prior to the effective time of the Merger (the "Effective Time") shall be amended and restated to read as set forth on Exhibit A attached hereto and, as so amended and restated, shall be the certificate of incorporation of the Surviving Corporation; and be it further

RESOLVED: That the directors of the Parent at the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors shall have been duly elected or appointed or qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws; and be it further

RESOLVED: That the officers of the Parent at the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors shall have been duly elected or appointed or qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws; and be it further

RESOLVED: That as a result of the Merger, and without the taking of any action by any person, each share of common stock of the Parent shall be cancelled and the holders thereof shall receive one share of common stock of the Surviving Corporation in exchange for each share of common stock of the Parent so cancelled.

FOURTH: That the Parent shall be the surviving corporation of the Merger. Upon the Effective Time (as defined below), the name of the Surviving Corporation will change from Amendia, Inc. to Spinal Elements, Inc.

FIFTH: Upon the Effective Time (as defined below), the Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth in Exhibit A attached hereto, and so amended and restated, shall be the certificate of incorporation of the Surviving Corporation.

SIXTH: The effective date and time of the merger shall be that date and time upon which this Certificate of Merger was filed with the Secretary of State of the State of Delaware (the "Effective Time").

SEVENTH: That this Certificate of Ownership and Merger and the Merger is to become effective when filed with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of the date first set forth above.

AMENDIA, INC., a Delaware corporation

By: 

Name: Ted Jeon

Title: Authorized Signatory

Exhibit A

[Amended and Restated Certificate of Incorporation]

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SPINAL ELEMENTS, INC.

1. The name of the corporation is: Spinal Elements, Inc.
2. The registered office of this corporation in the State of Delaware is located at c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington County of New Castle, Delaware 19801. The name of the registered agent of this Corporation at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").
4. The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.0001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. The name and mailing address of the incorporator is: India Mazzarelli, c/o Ropes & Gray LLP, 800 Boylston Street, Boston, MA 02135.
6. The mailing address of the initial principal office of the corporation is: 3115 Melrose Drive, Suite 200 Carlsbad, CA 9201.
7. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares there of then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the DGCL.
8. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the by-laws of the Corporation, as in effect from time to time (the "By-laws"). The election of directors need not be by written ballot unless the By-laws shall so require.
9. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.
10. 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 that exculpation from liability is not permitted under the DGCL as in effect at the time such

liability is determined. No amendment or repeal of this paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

11.

(a) The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or (ii) in such person's capacity as an officer, employee or agent of the Corporation or in such person's capacity as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, that such person is or was serving at the request of the Corporation (each such person described in the foregoing clauses (i) and (ii), a "Covered Person"), against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person other than an action authorized by the Board of Directors. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 11 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 11 shall not adversely affect any right or protection of a Covered Person with respect to any acts or omissions of such Covered Person occurring prior to such repeal or modification.

(b) The Corporation shall pay on a current and as-incurred basis expenses incurred by any Covered Person in defending or otherwise participating in any action, suit, proceeding or claim in advance of the final disposition of such action, suit, proceeding or claim, including appeals, upon presentation of (i) an unsecured written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification hereunder and (ii) adequate documentation reflecting such expenses.

(c) It is the intent that with respect to all advancement and indemnification obligations under this paragraph 11, the Corporation shall be the primary source of

advancement, reimbursement and indemnification relative to any direct or indirect shareholder of the Corporation ((or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries)). The Corporation shall have no right to seek contribution, indemnity or other reimbursement for any of its obligations under this paragraph 11 from any such direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries).

(d) The Corporation shall have the power to purchase and maintain, at its expense, insurance 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, limited liability company, joint venture, trust or other enterprise, against any expense, liability or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL or the terms of this Certificate of Incorporation.

12. To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal. To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this paragraph. As used herein, "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust association or any other entity.
13. The books of the Corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the Board of Directors or in the By-laws of the Corporation.
14. If at any time the Corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.
15. The Corporation shall not be governed by Section 203 of the DGCL.

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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 CONVERSION OF A GEORGIA CORPORATION UNDER THE NAME OF "AMENDIA, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019, AT 11:38 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

7777354 8100F
SR# 20198942543

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

Authentication: 202111449
Date: 01-03-20

PATENT
REEL: 060392 FRAME: 0308

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Georgia.
- 2.) The jurisdiction immediately prior to filing this Certificate is Georgia.
- 3.) The date the Non-Delaware Corporation first formed is 9/10/2007.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Amendia, Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Amendia, Inc..

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 31 day of December, A.D. 2019.

By: 

Name: Ted Jeon
Print or Type

Title: Authorized Signatory
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMENDIA, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019, AT 11:38 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



7777354 8100F
SR# 20198942543

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: 202111449
Date: 01-03-20

PATENT
REEL: 060392 FRAME: 0310

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

• **First:** The name of this Corporation is Amendia, Inc.

• **Second:** Its registered office in the State of Delaware is to be located at
1209 Orange Street Street, in the City of Wilmington
County of New Castle Zip Code 19801.

The registered agent in charge thereof is _____
The Corporation Trust Company

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is
1,000 shares (number of authorized shares) with a par value of
\$0.001 per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:
Name India Mazzarelli
Mailing Address 800 Boylston Street, Boston MA
02135 Zip Code 02135

• **I, 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
31 day of December, A.D. 2019.

BY: India Mazzarelli
(Incorporator)

NAME: India Mazzarelli
(type or print)