

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7560779

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	09/09/2022		
CONVEYING PARTY DATA			
	Name	Execution Date	
	CLEANTECH MERGER SUB, INC.	08/24/2022	
	NAUTICUS ROBOTICS, INC.	08/24/2022	
NEWLY MERGED ENTITY DATA			
	Name	Execution Date	
	NAUTICUS ROBOTICS, INC.	08/24/2022	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	NAUTICUS ROBOTICS HOLDINGS, INC.		
Street Address:	17146 FEATHERCRAFT LN.		
Internal Address:	SUITE 450		
City:	WEBSTER		
State/Country:	TEXAS		
Postal Code:	77598		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	
	Patent Number:	10450040	
	Application Number:	16782132	
CORRESPONDENCE DATA			
Fax Number:	(256)517-5240		
<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:	256-517-5140		
Email:	shall@bradley.com		
Correspondent Name:	STEPHEN H. HALL		
Address Line 1:	200 CLINTON AVENUE WEST		
Address Line 2:	SUITE 900		
Address Line 4:	HUNTSVILLE, ALABAMA 35801		
ATTORNEY DOCKET NUMBER:	216313-401001		
NAME OF SUBMITTER:	STEPHEN H. HALL		

PATENT

SIGNATURE:	/Stephen H. Hall/
DATE SIGNED:	09/27/2022
Total Attachments: 5 source=merger_name change docs#page1.tif source=merger_name change docs#page2.tif source=merger_name change docs#page3.tif source=merger_name change docs#page4.tif source=merger_name change docs#page5.tif	

Form 622**(Revised 12/15)**

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

Filing Fee: see instructions**Certificate of Merger
Combination Merger
Business Organizations Code**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas**AUG 25 2022****Corporations Section****Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1CleanTech Merger Sub, Inc.*Name of Organization*

The organization is a Domestic For-Profit Corporation It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*TX USA*State**Country*The file number, if any, is 804319946*Texas Secretary of State file number*

Its principal place of business is 207 West 25th Street, 9th Floor New York NY

*Address**City**State*

☐ The organization will survive the merger. ☒ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended***Party 2**Nauticus Robotics, Inc.*Name of Organization*

The organization is a Domestic For-Profit Corporation It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*TX USA*State**Country*The file number, if any, is 801963930*Texas Secretary of State file number*

Its principal place of business is 17146 Feathercraft Ln Suite 450 Webster TX

*Address**City**State*

☒ The organization will survive the merger. ☐ The organization will not survive the merger.

☒ The plan of merger amends the name of the organization. The new name is set forth below.

Nauticus Robotics Holdings, Inc.*Name as Amended***Party 3***Name of Organization*

The organization is a _____ It is organized under the laws of _____

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is _____
State Country Texas Secretary of State file number

Its principal place of business is

Address City State
☐ The organization will survive the merger. ☐ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

☐ The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. ☐ No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C. ☒ The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D. ☐ The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1	Jurisdiction	Entity Type (See instructions)
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Principal Place of Business Address	City	State	Zip Code
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Name of New Organization 2	Jurisdiction	Entity Type (See instructions)
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Principal Place of Business Address	City	State	Zip Code
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Name of New Organization 3	Jurisdiction	Entity Type (See instructions)
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Principal Place of Business Address	City	State	Zip
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Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

☐ The approval of the owners or members of _____
Name of domestic entity
was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☒ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: November 22, 2022

The following event or fact will cause the document to take effect in the manner described below:

Text Area

The closing of the business combination between the Company and CleanTech Acquisition Corp., a Delaware corporation pursuant to that certain agreement and plan of merger (this "Agreement"), dated as of December 16, 2021, by and among CleanTech Acquisition Corp., CleanTech Merger Sub, Inc., a Texas corporation, Nauticus Robotics, Inc., a Texas corporation (the "Company"), and Nicolaus Radford (the "Founder"), solely in his capacity as the Stockholder Representative.

Tax Certificate

- ☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- ☒ Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: August 24, 2022

CleanTech Merger Sub, Inc.

Merging Entity Name

/s/ Eli Spiro

Signature of authorized person (see instructions)

Eli Spiro

Printed or typed name of authorized person

Nauticus Robotics, Inc

Merging Entity Name

/s/ Nicolaus A. Radford

Signature of authorized person (see instructions)

Nicolaus A. Radford

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

CleanTech Merger Sub, Inc.
Domestic For-Profit Corporation
[File Number: 804319946]

Into

Nauticus Robotics Holdings, Inc. [Prior Name : Nauticus Robotics, Inc.]
Domestic For-Profit Corporation
[File Number: 801963930]

and Restating the Certificate of Formation of

Nauticus Robotics Holdings, Inc.

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 08/25/2022

Effective: Condition



A handwritten signature of John B. Scott.

John B. Scott
Secretary of State