

08-14-2002

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102190180

To the Honorable Commissioner of Patents and Trademarks.

Please record the attached original documents or copy thereof.

1. Name of conveying party:  
Fluoroware, Inc.

*08-12-02*

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State MN  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?       Yes       No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):

Name: Entegris, Inc.  
Internal Address:  
Street Address: 3500 Lyman Boulevard  
City: Chaska State: MN ZIP: 55318

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State MN  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States a domestic representative designation is attached:  
 Yes       No  
(Designation must be a separate document from Assignment)

Execution Date: August 22, 2001       Yes       No

4. Application number(s) or registration number(s): 1,203,551

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,203,551

Additional numbers attached?       Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael A. Bondi  
Internal Address: 4800 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402-2100  
Street Address: 4800 IDS Center  
80 South Eighth Street  
City: Minneapolis State: MN 55402-2100

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit Account Number: 16-0631  
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Michael A. Bondi  
Name of Person Signing

*Michael Bondi*

Signature

*3/5/02*

Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

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**Do not detach this portion**

Mail documents to be recorded with required cover sheet information to:

**Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

16R-971

State of Minnesota

# SECRETARY OF STATE

## Certificate of Merger

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

**MN: FLUOROWARE, INC.**

**MN: ENTEGRIS, INC.**

*State of Formation and Name of Surviving Entity:*

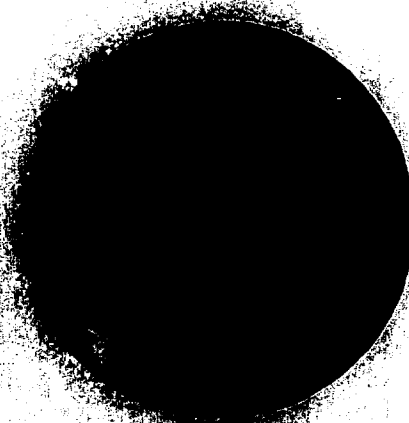
**MN: ENTEGRIS, INC.**

*Effective Date of Merger: August 22, 2001*

*Name of Surviving Entity After Effective Date of Merger:*

**ENTEGRIS, INC.**

*This certificate has been issued on: August 22, 2001*



*Mary Kiffmeyer*  
Secretary of State.

ARTICLES OF MERGER  
OF  
FLUOROWARE, INC. WITH AND INTO ENTEGRIS, INC.

The following Articles of Merger are being filed pursuant to Minnesota Statutes Section 302A.621, to reflect the merger of Fluoroware, Inc., a Minnesota corporation ("Subsidiary"), with and into Entegris, Inc., a Minnesota corporation ("Parent"), for purposes of combining the two corporations.

1. Plan of Merger. A copy of the Plan of Merger is attached hereto as Exhibit A, and incorporated herein by reference.

2. Outstanding Shares. The number of outstanding shares of each class and series of Subsidiary and the number of such shares of each class and series of Subsidiary owned by Parent, directly or indirectly through related corporations are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Parent</u>
Common	15,545,073	15,545,073

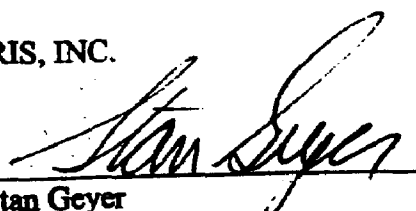
3. Mailing to Shareholders. A copy of the Plan of Merger was not mailed to each shareholder of Subsidiary because Parent owns 100% of the outstanding and issued shares of stock of Subsidiary.

4. Approval of Plan of Merger. The Plan of Merger was approved by Parent pursuant to Minnesota Statutes Section 302A.621.

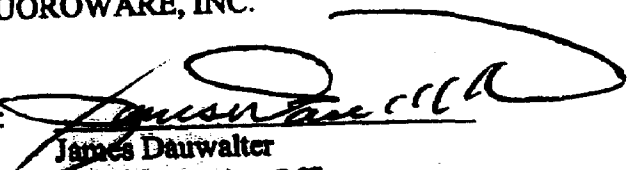
5. Effective Date. The merger is to be effective on August 22, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on August 22, 2001.

ENTEGRIS, INC.

By:   
Stan Geyer  
Its: Chairman

FLUOROWARE, INC.

By:   
James Daurwalter  
Its: Chief Executive Officer

008497

**EXHIBIT A  
PLAN OF MERGER**

THIS AGREEMENT, dated August \_\_\_\_, 2001, by and among Entegris, Inc., a Minnesota corporation, with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Parent"), and Fluoroware, Inc., a Minnesota corporation with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Fluoroware"), and EMPAK, Inc., a Minnesota corporation with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Empak") (Fluoroware and Empak shall each be referred to as a "Subsidiary" and collectively as the "Subsidiaries") (Parent and Subsidiaries each shall be referred to as a "constituent corporation" and collectively as the "constituent corporations").

WHEREAS, Parent currently owns 15,545,073 shares of common stock of Fluoroware, par value \$0.01 per share, which constitutes one hundred percent (100%) of the outstanding shares of stock of Fluoroware, and

WHEREAS, Parent currently owns 6,550,662 shares of common stock of Empak, par value \$0.01 per share, which constitutes one hundred percent (100%) of the outstanding shares of stock of Empak, and

WHEREAS, the constituent corporations intend to merge each Subsidiary with and into Parent, with Parent being the surviving corporation, pursuant to Minnesota Statutes Section 302A.621, in order that the transaction qualify as a liquidation of Subsidiary pursuant to Section 332 of the Internal Revenue Code, as amended (the "Code").

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties hereby agree as follows:

1. Surviving Corporation. On the effective date of the merger, each Subsidiary shall merge with and into Parent pursuant to Minnesota Statutes Section 302A.621, the constituent corporations shall become a single entity, Parent shall be the surviving corporation, and the separate existence of each Subsidiary shall cease.

2. Conversion of Shares. On the effective date of the merger, all the outstanding shares of stock of each Subsidiary shall be surrendered and canceled. The shares of common stock of Parent, whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

3. Assets and Liabilities.

3.1 Assets. On the effective date of the merger, Parent shall possess all the assets, rights, privileges, immunities, and franchises of a public and private nature, of

each of the constituent organizations, and shall be subject to all of the restrictions, disabilities and duties of each Subsidiary. All property, real, personal and mixed, and all debts due on any account, and all other choses in action, and every other interest of or belonging to or due to each of the Subsidiaries shall be deemed to be transferred to and vested in Parent without any other further act or deed. Title to any property or any interest therein, vested in any of the constituent organizations shall not revert nor in any way become impaired by reason of the merger. Confirmatory deeds, assignments, or similar instruments to accomplish such vesting may be signed and delivered at any time in the name of a constituent organization by its current officers or managers, as the case may be, or if the organization no longer exists, by its last officers or managers, as the case may be.

3.2 Liabilities. On the effective date of the merger, Parent shall be deemed responsible and liable for all the liabilities and obligations of each of the constituent corporations. Any claims existing by or against a constituent corporation may be prosecuted to judgment as if the merger had not taken place, or Parent may be substituted in place of the constituent corporation. Neither the rights of creditors nor any liens upon the property of a constituent corporation are impaired by this merger. Each Subsidiary shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of each Subsidiary.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Parent currently in effect shall continue to be and remain its articles of incorporation following the effective date of the merger, until the same shall be altered or amended.

5. Bylaws of Surviving Corporation The Bylaws of Parent currently in effect shall continue to be and remain its Bylaws until the same shall be altered, amended, or repealed.

6. Directors and Officers of Surviving Corporation. The directors and officers of Parent in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Parent for the term elected until their respective successors shall be elected or appointed and qualified.

7. Expenses of Merger. Parent shall pay all the expenses of accomplishing the merger.

8. Subsequent Acts. If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Parent the title to any property or rights of either Subsidiary or to otherwise carry out the provisions hereof, the proper officers and directors of such Subsidiary as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent and to otherwise carry out the provisions hereof.

9. Abandonment of Merger. At any time prior to the filing of the articles of merger with the Minnesota Secretary of State, the proposed merger may be abandoned by the constituent corporations pursuant to this provision.

10. Effective Date. The effective date of this merger shall be \_\_\_\_\_.

IN WITNESS WHEREOF, the undersigned have executed this plan of merger on the day and year first above written.

PARENT:  
ENTEGRIS, INC.

SUBSIDIARIES:  
FLUOROWARE, INC.

By: \_\_\_\_\_  
Stan Geyer  
Its Chairman

By: \_\_\_\_\_  
Stan Geyer  
Its Chairman

EMPAK, INC.

By: \_\_\_\_\_  
James Dauwalter  
Its: Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

AUG 22 2001

Secretary of State

**STATE OF MINNESOTA**

**DEPARTMENT OF STATE**

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 1/17/2002

*Mary Hoffmeyer*

Secretary of State



By

*Erin Peterson*