



08-18-2010

F COMMERCE
ademark Office



103604582

RECORDATION FORM
TRADEMARK

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

8/18/10
171493

1. Name of conveying party(ies):

ImageRight, Inc.

- Individual(s)
- General Partnership
- Corporation- State: GEORGIA
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 13, 2009

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: VERTAFORE, INC.

Internal

Address: 11831 North Creek Parkway N.

Street Address:

City: Bothell

State: Washington

Country: USA Zip: 98011

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,356,803; 3,221,132; and 3,219,294

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

DocumentsAnywhere; IMAGERIGHT; and pixelated "I" logo design

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

Name: Lawrence Harbin

Internal Address: Harbin & Hein PLLC

Street Address: 500 9th Street SE

City: Washington

State: DC Zip: 20003

Phone Number: (202) 546-1100

Fax Number: (202) 543-9230

Email Address: LHARBIN@HARBINHEIN.COM

6. Total number of applications and registrations involved:

THREE

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$120

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Refund Ref: _____
Authorized Signature: J. MELLER 0000171493

9. Signature:

Signature

LAWRENCE HARBIN

Name of Person Signing

CHECK Refund Total: 19,201.30.00

Date

Total number of pages including cover sheet, attachments, and document:

8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 004263 FRAME: 0203

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 10/21/2009. Attached is a true and correct copy of the said filing.

Surviving Entity:

VERTAFORE, INC., a Delaware Profit Corporation

Nonsurviving Entity/Entities:

IMAGERIGHT, INC., a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on October 21, 2009



A handwritten signature in cursive script, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

ARTICLES OF MERGER
OF
IMAGERIGHT, INC.
AND
VERTAFORE, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

1. The name of the subsidiary corporation, which is a corporation organized under the laws of the State of Georgia, and which is subject to the provisions of the Georgia Business Corporation Code, is ImageRight, Inc. ("ImageRight").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Vertafore, Inc. (the "Corporation").
3. The number of outstanding shares of ImageRight is 100,000, all of which are of one class, and all of which are owned by the Corporation.
4. Approval by the shareholders of ImageRight was not required pursuant to subsection (a) of Section 14-2-1104 of the Georgia Business Corporation Code.
5. A request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.
6. The following is the Plan of Merger for merging ImageRight into the Corporation as approved by resolution of the Board of Directors of the Corporation:

"FIRST: The name of the surviving corporation is Vertafore, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is ImageRight, Inc.

"SECOND: The Merger shall be effective under the applicable provisions of the Delaware General Corporation Law and the Georgia Business Corporation Code upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, and the Articles of Merger with the Georgia Secretary of State, respectively (the "Effective Date"). Upon the Merger, the corporate existence of Vertafore, Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of ImageRight, with all its purposes, powers and objects, shall be merged with and into Vertafore, Inc., and Vertafore, Inc., as the Surviving

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State of Georgia
Expedite Merger 6 Page(s)



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Corporation, shall be fully vested therewith. The separate existence and corporate organization of ImageRight shall cease as of the Effective Date.

THIRD: Pursuant to Section 253 of the Delaware General Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code, on July 23, 2009, the Board of Directors of Vertafore, Inc. has duly adopted and approved the Merger.

FOURTH: As of the Effective Date, all the issued and outstanding shares of common stock of ImageRight, by virtue of the Merger and without any action by the holder thereof, shall be cancelled, and the issued and outstanding shares of common stock of Vertafore, Inc. shall continue to be issued and outstanding.

FIFTH: From and after the Effective Date, the Certificate of Incorporation of Vertafore, Inc. shall not be amended in any respect by reason of this Plan of Merger.

SIXTH: The Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

SEVENTH: The Surviving Corporation is the owner of all of the issued shares of ImageRight, and the Surviving Corporation waived the mailing of a copy of the Plan of Merger to the Surviving Corporation as otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code."

[Remainder of page intentionally left blank. Signature page follows.]

Executed on October 13, 2009

VERTAFORE, INC.

By: 

Name: John Morrow

Title: Senior Vice President, General Counsel
and Secretary

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TRADEMARK

REEL: 004263 FRAME: 0207

Fulton County Daily Report
190 Pryor Street, S.W.
Atlanta, Georgia 30303

Dear Sirs or Madams:

You are hereby requested to publish once a week for two consecutive weeks commencing within ten days of the receipt hereof the following Notice of Merger in the following form:

NOTICE OF MERGER

Notice is given that articles or a certificate of merger which will effect a merger by and between ImageRight, Inc., a Georgia corporation, and Vertafore, Inc., a Delaware corporation, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is Vertafore, Inc., a corporation incorporated in the State of Delaware. The registered office of such corporation is located at 1201 Peachtree Street N.E., Atlanta, Georgia 30361, and its registered agent at such address is CT Corporation System.

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this notice.

Sincerely,



John Morrow
Senior Vice President, General Counsel and
Secretary of Vertafore, Inc.

PLAN OF MERGER
OF
IMAGERIGHT, INC.
AND
VERTAFORE, INC.

THIS PLAN OF MERGER, dated as of ~~October 13~~ 2009, is by and between Vertafore, Inc., a Delaware corporation, and ImageRight, Inc., a Georgia corporation ("ImageRight"). Pursuant to Section 253 of the Delaware General Corporation Law and Sections 14-2-1104 and 14-2-1107 of the Georgia Business Corporation Code, the parties hereby agree that ImageRight shall merge with and into Vertafore, Inc. (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation is Vertafore, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is ImageRight, Inc.

SECOND: The Merger shall be effective under the applicable provisions of the Delaware General Corporation Law and the Georgia Business Corporation Code upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, and the Articles of Merger with the Georgia Secretary of State, respectively (the "Effective Date"). Upon the Merger, the corporate existence of Vertafore, Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of ImageRight, with all its purposes, powers and objects, shall be merged with and into Vertafore, Inc., and Vertafore, Inc., as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of ImageRight shall cease as of the Effective Date.

THIRD: Pursuant to Section 253 of the Delaware General Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code, on ~~July 23~~ 2009, the Board of Directors of Vertafore, Inc. has duly adopted and approved the Merger.

FOURTH: As of the Effective Date, all the issued and outstanding shares of common stock of ImageRight, by virtue of the Merger and without any action by the holder thereof, shall be cancelled, and the issued and outstanding shares of common stock of Vertafore, Inc. shall continue to be issued and outstanding.

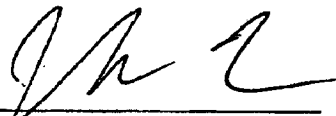
FIFTH: From and after the Effective Date, the Certificate of Incorporation of Vertafore, Inc. shall not be amended in any respect by reason of this Plan of Merger.

SIXTH: The Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

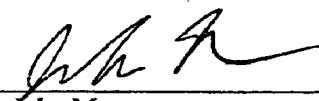
SEVENTH: The Surviving Corporation is the owner of all of the issued shares of ImageRight, and the Surviving Corporation waived the mailing of a copy of the Plan of Merger to the Surviving Corporation as otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf by its duly authorized officers or managers, as of the day and year first written above.

VERTAFORE, INC.

By: 
Name: John Morrow
Title: Senior Vice President,
General Counsel and Secretary

IMAGERIGHT, INC.

By: 
Name: John Morrow
Title: Senior Vice President,
General Counsel and Secretary

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SECRETARY OF STATE
CORPORATIONS DIVISION

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