

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/22/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	ANGEL LEARNING, INC.		12/22/2011
			Entity Type
			CORPORATION: INDIANA
RECEIVING PARTY DATA			
Name:	BLACKBOARD INC.		
Street Address:	650 Massachusetts Avenue N.W 6th Floor		
City:	Washington, DC		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20001-3796		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3028640	ANGEL
CORRESPONDENCE DATA			
Fax Number:	7038482981		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	703-584-8035		
Email:	rmcdougall@rmsclaw.com		
Correspondent Name:	Rebecca E. McDougall		
Address Line 1:	7918 Jones Branch Drive, Suite 500		
Address Line 4:	McLean, VIRGINIA 22102		
ATTORNEY DOCKET NUMBER:	ANGEL TM		
NAME OF SUBMITTER:	Rebecca E. McDougall		
Signature:	/Rebecca E. McDougall/		

CH \$40.00 3028640

Date:

06/01/2012

Total Attachments: 4

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Delaware

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The First State

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 OWNERSHIP, WHICH MERGES:

"ANGEL LEARNING, INC.", AN INDIANA CORPORATION,
WITH AND INTO "BLACKBOARD INC." UNDER THE NAME OF
"BLACKBOARD INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 2:30
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2011.

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

2846454 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9261053

DATE: 12-28-11

TRADEMARK
REEL: 004792 FRAME: 0835

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Angel Learning, Inc.
an Indiana corporation

WITH AND INTO

Blackboard Inc.
a Delaware corporation

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law ("DGCL")

Blackboard Inc., a corporation incorporated on the 4th day of January, 1998, pursuant to the provisions of the DGCL ("Blackboard"), does hereby certify as follows:

FIRST: Blackboard owns all the outstanding capital stock of Angel Learning, Inc., a corporation organized pursuant to the provisions of the Indiana Code on the 7th day of July, 2000 ("Angel").

SECOND: Attached hereto as Exhibit A are the resolutions of the Board of Directors of Blackboard adopted December 22, 2011 to merge Angel with and into Blackboard, with such merger to be effective December 31, 2011.

IN WITNESS WHEREOF, Blackboard Inc. has caused this Certificate to be signed by an authorized officer, this 22nd day of December 2011.

By: 

Name: Matthew Small

Title: Secretary

Exhibit A

Resolutions adopted by the Board of directors of Blackboard Inc. (which shall also be known as the "Corporation" in this exhibit)

APPROVAL OF MERGER

WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of common stock of Angel Learning, Inc., an Indiana corporation and wholly-owned subsidiary of the Corporation ("Angel"), and no other shares of stock of any class or series of Angel are authorized, issued or outstanding; and

WHEREAS, pursuant to Section 253 of the DGCL and Section 23-1-40-4 of the Indiana Business Corporation Law ("IBCL"), the Corporation wishes to merge Angel into itself;

NOW, THEREFORE BE IT:

RESOLVED: That the Corporation is the owner of all of the issued and outstanding shares of capital stock of Angel, and that the Corporation desires to merge Angel into itself, and that, at and after the effectiveness of such merger (the "Effective Time"), all of the estate, property, rights, privileges, powers, and franchises of Angel shall be vested in and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Angel in its name.

RESOLVED: That the Board of Directors of the Corporation hereby approves and adopts the Agreement and Plan of Merger (the "Plan"), in substantially the form attached hereto as Exhibit A.

RESOLVED: That the proper officers of the Corporation be and they are, and each of them singly is, hereby authorized and directed to execute, deliver and acknowledge a Certificate of Ownership and Merger and Articles of Merger for the merger, and to cause the same to be filed in the offices of the Secretary of State of the State of Delaware and the State of Indiana, respectively, and to do all acts and things whatsoever, whether within or without the State of Delaware or the State of Indiana, which may be necessary, appropriate, proper or convenient to effect said merger.

RESOLVED: That at and after the Effective Time of the merger, the Corporation shall assume all of the obligations of Angel, such that all debts, liabilities, and duties of Angel shall henceforth attach to the Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Corporation.

RESOLVED: That the Corporation, as the sole shareholder of Angel, hereby waives the requirement that the parent deliver a copy of the Plan to each shareholder of the Angel pursuant to Section 23-4-40-4(d) of the IBCL.

RESOLVED: That the separate existence of the Corporation and Angel shall cease upon the Effective Time of the merger pursuant to the provisions of the DGCL and IBCL; and the Corporation shall continue its existence as the surviving corporation.

RESOLVED: That the issued and outstanding shares of capital stock of Angel shall not be converted in any manner, but each said share which is issued as of the Effective Time of the merger shall be surrendered and extinguished with no consideration paid therefor.

RESOLVED: That the merger shall become effective on December 31, 2011.