

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/07/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	LegalZoom.com, Inc.		02/07/2007
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	LegalZoom.com, Inc.		
Street Address:	101 N. Brand Blvd		
Internal Address:	11th Floor		
City:	Glendale		
State/Country:	CALIFORNIA		
Postal Code:	91203		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3210861	LEGALZOOM
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	323-962-8600		
Email:	nlee@legalzoom.com		
Correspondent Name:	LegalZoom.com, Inc.		
Address Line 1:	101 N. Brand Blvd		
Address Line 2:	11th Floor		
Address Line 4:	Glendale, CALIFORNIA 91203		
NAME OF SUBMITTER:	Nancy Lee, Esq.		
Signature:	/Nancy Lee/		

OP \$40.00 3210861

Date:

02/19/2013

Total Attachments: 13

source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page1.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page2.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page3.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page4.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page5.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page6.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page7.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page8.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page9.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page10.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page11.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page12.tif
source=Certificate of Ownership and Merger (LegalZoom.com, Inc. CA into LegalZoom.com, Inc. DE) v2#page13.tif

Delaware

PAGE 1

The First State

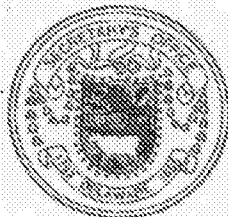
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LEGALZOOM.COM, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "LEGALZOOM.COM, INC." UNDER THE NAME OF
"LEGALZOOM.COM, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2007, AT 8:26
O'CLOCK P.M.

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

4294375 8100M

070139635



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5419259

DATE: 02-08-07

TRADEMARK
REEL: 004965 FRAME: 0828

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LEGALZOOM.COM, INC.
(a California corporation)

WITH AND INTO

LEGALZOOM.COM, INC.
(a Delaware corporation)

It is hereby certified that:

1. LegalZoom.com, Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of California.

2. LegalZoom.com, Inc. ("LegalZoom Delaware") is a corporation organized and existing under the laws of the State of Delaware.

3. The Corporation owns 100% of the outstanding shares of capital stock of LegalZoom Delaware.

4. The Board of Directors of the Corporation has determined to merge itself into LegalZoom Delaware pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and has adopted the following resolutions as of January 3, 2007:

Approval of the Merger

WHEREAS, the Corporation owns 100% of the issued and outstanding shares of capital stock of LegalZoom.com, Inc., a Delaware corporation ("LegalZoom Delaware"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge itself with and into LegalZoom Delaware, with LegalZoom Delaware being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Corporation with and into LegalZoom Delaware, with LegalZoom Delaware being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), be, and it hereby is, approved; and

RESOLVED FURTHER, that, pursuant to the Merger, LegalZoom Delaware shall assume all of the liabilities of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the proposed Merger to the shareholders of the Corporation for consideration thereof, and

RESOLVED FURTHER, that, following approval of the Merger by the shareholders of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of California, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

Amendment of LegalZoom.com, Inc. 2006 Stock Option Plan

RESOLVED, that upon the effective time of the Merger, which shall be the time at which the Certificate of Ownership and Merger is filed with the Delaware Secretary of State (the "Effective Time"), the LegalZoom.com, Inc. 2006 Stock Option Plan (the "Plan") shall be hereby amended, in accordance with Section 15 of the Plan, as follows: Sections 2(f) and 2(g) are deleted and replaced in their entirety with the following:

"(f) "Common Stock" means the Common Stock, par value \$0.001 per share of the Company.

(g) "Company" means LegalZoom.com, Inc., a Delaware corporation."

Except as expressly provided in this resolution, all terms and conditions of the Plan shall remain in full force and effect.

Conversion of Shares of the Corporation

RESOLVED, that, upon the Effective Time of the Merger, each issued and outstanding share of Common Stock of the Corporation shall be automatically converted into one (1) share of Common Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series A Convertible Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series A Convertible Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series B Convertible Preferred Stock of the

Corporation shall be automatically converted into one (1) share of Series B Convertible Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series C1 Convertible Redeemable Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series C1 Convertible Redeemable Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series C2 Convertible Redeemable Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series C2 Convertible Redeemable Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that upon the Effective Time of the Merger, each option to purchase a share of Common Stock of the Corporation outstanding under the Plan shall, in accordance with Section 13 of the Plan, be automatically converted into an option to purchase one share of Common Stock of LegalZoom Delaware, and all other terms and conditions of each such option, including without limitation, exercise price, vesting and expiration, shall continue in full force and effect; and

RESOLVED FURTHER, that upon the Effective Time of the Merger, the LegalZoom.com, Inc. Common Stock Purchase Warrant, dated as of June 12, 2001 (the "Warrant"), held by the NYW Group, shall thereafter be convertible into 120,000 of shares of Common Stock of LegalZoom Delaware, pursuant to the terms and conditions of the Warrant. Except as expressly provided in this resolution, all terms and conditions of the Warrant shall remain in full force and effect; and

RESOLVED FURTHER, that the issued shares of LegalZoom Delaware owned by the Corporation 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.

General Authorizations; Ratification of Prior Acts

RESOLVED, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and to execute such documents and agreements, to make such filings, to seek necessary approvals and to take such actions as may be necessary, appropriate or desirable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that any such action or execution taken prior to the date hereof be, and it hereby is, ratified and approved in all respects; and

RESOLVED FURTHER, that all actions heretofore taken by the authorized officers of the Corporation, or any one of them, acting on behalf of the Corporation, in connection with any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

5. The Merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of the Corporation in accordance with the California Corporations Code and has been approved by the Board of Directors of LegalZoom Delaware in accordance with the provisions of the Delaware General Corporation Law.

6. The Merger has been approved by the affirmative vote of the holders of a majority of all of the issued and outstanding shares of voting stock of each class of stock of the Corporation required to approve the Merger, pursuant to Section 603 of the California Corporations Code.

7. The name of the surviving entity in the merger herein certified is "LegalZoom.com, Inc.", which will continue its existence as the surviving entity upon the effective date of the Merger pursuant to the provisions of the Delaware General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, LegalZoom.com, Inc. has caused its Chief Executive Officer to sign this Certificate of Ownership and Merger as of the 7 day of February, 2007.

LEGALZOOM.COM, INC.,
a California corporation

By: 

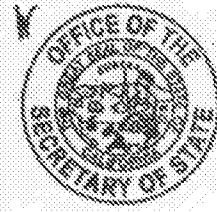
Name: Brian Liu

Title: Chief Executive Officer

TRADEMARK

REEL: 004965 FRAME: 0833

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 09 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

D0843523

Delaware

PAGE 1

The First State

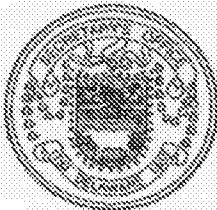
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LEGALZOOM.COM, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "LEGALZOOM.COM, INC." UNDER THE NAME OF
"LEGALZOOM.COM, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2007, AT 8:26
O'CLOCK P.M.

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

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 08 2007



4294375 8100M

070139635

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5419259

DATE: 02-08-07

TRADEMARK
REEL: 004965 FRAME: 0835

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LEGALZOOM.COM, INC.
(a California corporation)

WITH AND INTO

LEGALZOOM.COM, INC.
(a Delaware corporation)

It is hereby certified that:

1. LegalZoom.com, Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of California.
2. LegalZoom.com, Inc. ("LegalZoom Delaware") is a corporation organized and existing under the laws of the State of Delaware.
3. The Corporation owns 100% of the outstanding shares of capital stock of LegalZoom Delaware.
4. The Board of Directors of the Corporation has determined to merge itself into LegalZoom Delaware pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and has adopted the following resolutions as of January 3, 2007:

Approval of the Merger

WHEREAS, the Corporation owns 100% of the issued and outstanding shares of capital stock of LegalZoom.com, Inc., a Delaware corporation ("LegalZoom Delaware"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge itself with and into LegalZoom Delaware, with LegalZoom Delaware being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Corporation with and into LegalZoom Delaware, with LegalZoom Delaware being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), be, and it hereby is, approved; and

RESOLVED FURTHER, that, pursuant to the Merger, LegalZoom Delaware shall assume all of the liabilities of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the proposed Merger to the shareholders of the Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the Merger by the shareholders of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of California, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

Amendment of LegalZoom.com, Inc. 2000 Stock Option Plan

RESOLVED, that upon the effective time of the Merger, which shall be the time at which the Certificate of Ownership and Merger is filed with the Delaware Secretary of State (the "Effective Time"), the LegalZoom.com, Inc. 2000 Stock Option Plan (the "Plan") shall be hereby amended, in accordance with Section 15 of the Plan, as follows: Sections 2(f) and 2(g) are deleted and replaced in their entirety with the following:

"(f) "Common Stock" means the Common Stock, par value \$0.001 per share of the Company.

"(g) "Company" means LegalZoom.com, Inc., a Delaware corporation."

Except as expressly provided in this resolution, all terms and conditions of the Plan shall remain in full force and effect.

Conversion of Shares of the Corporation

RESOLVED, that, upon the Effective Time of the Merger, each issued and outstanding share of Common Stock of the Corporation shall be automatically converted into one (1) share of Common Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series A Convertible Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series A Convertible Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series B Convertible Preferred Stock of the

Corporation shall be automatically converted into one (1) share of Series B Convertible Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series C1 Convertible Redeemable Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series C1 Convertible Redeemable Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that, upon the Effective Time of the Merger, each issued and outstanding share of Series C2 Convertible Redeemable Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series C2 Convertible Redeemable Preferred Stock of LegalZoom Delaware; and

RESOLVED FURTHER, that upon the Effective Time of the Merger, each option to purchase a share of Common Stock of the Corporation outstanding under the Plan shall, in accordance with Section 13 of the Plan, be automatically converted into an option to purchase one share of Common Stock of LegalZoom Delaware, and all other terms and conditions of each such option, including without limitation, exercise price, vesting and expiration, shall continue in full force and effect; and

RESOLVED FURTHER, that upon the Effective Time of the Merger, the LegalZoom.com, Inc. Common Stock Purchase Warrant, dated as of June 12, 2001 (the "Warrant"), held by the MWW Group, shall hereafter be convertible into 120,000 of shares of Common Stock of LegalZoom Delaware, pursuant to the terms and conditions of the Warrant. Except as expressly provided in this resolution, all terms and conditions of the Warrant shall remain in full force and effect; and

RESOLVED FURTHER, that the issued shares of LegalZoom Delaware owned by the Corporation 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.

General Authorizations, Ratification of Prior Acts

RESOLVED, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and to execute such documents and agreements, to make such filings, to seek necessary approvals and to take such actions as may be necessary, appropriate or desirable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that any such action or execution taken prior to the date hereof be, and it hereby is, ratified and approved in all respects; and

RESOLVED FURTHER, that all actions heretofore taken by the authorized officers of the Corporation, or any one of them, acting on behalf of the Corporation, in connection with any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

5. The Merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of the Corporation in accordance with the California Corporations Code and has been approved by the Board of Directors of LegalZoom Delaware in accordance with the provisions of the Delaware General Corporation Law.

6. The Merger has been approved by the affirmative vote of the holders of a majority of all of the issued and outstanding shares of voting stock of each class of stock of the Corporation required to approve the Merger, pursuant to Section 603 of the California Corporations Code.

7. The name of the surviving entity in the merger herein certified is "LegalZoom.com, Inc.", which will continue its existence as the surviving entity upon the effective date of the Merger pursuant to the provisions of the Delaware General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, LegalZoom.com, Inc. has caused its Chief Executive Officer to sign this Certificate of Ownership and Merger on the 7 day of February, 2007.

LEGALZOOM.COM, INC.,
a California corporation

By: 

Name: Brian Liu

Title: Chief Executive Officer

