

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM306794

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	04/02/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Des Lauriers Municipal Solutions, Inc.		03/31/2014	CORPORATION: DELAWARE
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
GeoTMS Merger Sub Inc.	03/31/2014	CORPORATION: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	GeoTMS Municipal Solutions, Inc.		
<b>Street Address:</b>	2633 Camino Ramon, Suite 500		
<b>City:</b>	San Ramon		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94583		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2112082	GEOTMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6508152601		
<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>			
<b>Phone:</b>	6508152600		
<b>Email:</b>	svtmdocketing@sheppardmullin.com		
<b>Correspondent Name:</b>	Harold Milstein c/o Sheppard Mullin et a		
<b>Address Line 1:</b>	379 Lytton Avenue		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94301		
<b>ATTORNEY DOCKET NUMBER:</b>	26GZ-177678/GEOTMS		
<b>NAME OF SUBMITTER:</b>	Harold Milstein		
<b>SIGNATURE:</b>	/HaroldMilstein/		
<b>DATE SIGNED:</b>	06/05/2014		

CH \$40.00 2112082

**Total Attachments: 7**

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# Delaware

PAGE 1

*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 OF "DES LAURIERS MUNICIPAL SOLUTIONS, INC.", CHANGING ITS NAME FROM "DES LAURIERS MUNICIPAL SOLUTIONS, INC." TO "GEOTMS MUNICIPAL SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2014, AT 4:23 O'CLOCK P.M.

3029667 8100

140551670



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1338484

DATE: 05-01-14

TRADEMARK  
REEL: 005297 FRAME: 0160

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GEOTMS MERGER SUB INC.

WITH AND INTO

DES LAURIERS MUNICIPAL SOLUTIONS, INC.

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

GEOTMS MERGER SUB INC., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of the Company with and into DES LAURIERS MUNICIPAL SOLUTIONS, INC., a Delaware corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns at least 90% of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on March 31, 2014, determined to merge the Company with and into the Subsidiary pursuant to Section 253 of the DGCL:

WHEREAS, GEOTMS MERGER SUB INC., a Delaware corporation (the "Company"), owns at least 90% of the outstanding shares of each class of the capital stock of DES LAURIERS MUNICIPAL SOLUTIONS, INC., a Delaware corporation ("Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Company be merged with and into the Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "General Corporation Law");

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Company be merged with and into the Subsidiary pursuant to Section 253 of General Corporation Law with the Subsidiary remaining as the surviving corporation (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall be converted into and shall automatically become one share of common stock of the surviving company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Subsidiary shall be cancelled and the holders of outstanding shares of Preferred Stock (other than the Company) shall be entitled to \$5.00 per share, and the holders of outstanding shares of Common Stock (other than the Company) shall be entitled to an amount per share equal to the Common Stock Merger Consideration (as defined in the Purchase Agreement and Plan of Merger among the Subsidiary, the Company, Accela, Inc. and certain other parties thereto, the "Merger Agreement") in each case pursuant to the terms and conditions of the Merger Agreement; and it is further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Subsidiary shall be the surviving corporation of the Merger.

FIFTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Subsidiary, the surviving corporation, shall be amended and restated to read in its entirety as set forth in **Attachment A** attached hereto.

SIXTH: The name of the surviving corporation shall be "GeoTMS Municipal Solutions, Inc."

The Merger has been approved by the stockholders of the Company pursuant to and in accordance with Sections 228 and 253 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 31st day of March 2014.

GEOTMS MERGER SUB INC.

By: /s/ Colin Samuels  
Name: Colin Samuels  
Office: Secretary

**Attachment A**

Certificate of Incorporation

of

GeoTMS Municipal Solutions, Inc.

FIRST. The name of the corporation (the "Corporation") is: GeoTMS Municipal Solutions, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is: 1,000 shares of common stock, \$0.001 par value per share.

FIFTH. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation:

1. The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.
2. The number of directors that shall constitute the whole Board shall be fixed by resolution of the Board of Directors but in no event shall be less than one.
3. Elections of directors need not be by written ballot.

SIXTH. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of Title 8 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended DGCL. The right to exculpation conferred in this Article Sixth shall be a contract between the Corporation and each director who is covered by this Article Sixth while this Certificate of Incorporation is in



effect. Any repeal or modification of the foregoing provisions of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification. Notwithstanding the foregoing provisions of this Article Sixth, any right or protection provided hereunder shall be deemed to vest at the time that the act or omission occurred.

SEVENTH. The Corporation shall indemnify any director or officer to the fullest extent permitted by the DGCL, as amended from time to time, and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, all indemnification provided for in this Article Seventh shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any bylaw of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise. The right to indemnification and reimbursement conferred in this Article Seventh shall be a contract between the Corporation and each person who is covered by this Article Seventh while this Certificate of Incorporation is in effect. Any repeal or modification of the provisions of this Article Seventh shall not adversely affect any right or protection hereunder of any person who is covered by this Article Seventh in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification. Notwithstanding the foregoing provisions of this Article Seventh, any right or protection provided hereunder shall be deemed to vest at the time that the act or omission occurred, irrespective of when and whether a proceeding challenging such act or omission is first threatened or commenced. The rights provided hereunder shall inure to the benefit of any person who is covered by this Article Seventh and such person's heirs, executors and administrators.

EIGHTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.