

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM311185

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
InvestCloud, LLC		05/17/2013	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	InvestCloud, Inc.		
<b>Street Address:</b>	8800 Wilshire Blvd.		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90211		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85526486	IDR	
<b>Serial Number:</b>	85503347	INVESTCLOUD CUSTOMPORT	
<b>Serial Number:</b>	85485944	INVESTCLOUD	
<b>Serial Number:</b>	85485384	ALL IN ONE PLACE	
<b>Serial Number:</b>	85407002	INVESTCLOUD A CONIFER GROUP COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	512-569-3262		
<b>Email:</b>	katherine@credolaw.com		
<b>Correspondent Name:</b>	Katherine Klammer Madianos		
<b>Address Line 1:</b>	550 South Hope Street, Suite 2505		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90071		
<b>NAME OF SUBMITTER:</b>	Katherine Klammer Madianos		
<b>SIGNATURE:</b>	/Katherine K Madianos/		
<b>DATE SIGNED:</b>	07/18/2014		
<b>Total Attachments: 6</b>			
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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "INVESTCLOUD, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "INVESTCLOUD, LLC" TO "INVESTCLOUD, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2013, AT 5:45 O'CLOCK P.M.


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

4807289 8100V

130607914

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: 0443575

DATE: 05-20-13

TRADEMARK  
REEL: 005325 FRAME: 0378

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is 4/1/2010.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is InvestCloud, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is InvestCloud, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 17th day of May, A.D. 2013.

By: 

Name: Colin Close  
Print or Type

Title: Manager  
Print or Type

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "INVESTCLOUD, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2013, AT 5:45 O'CLOCK P.M.

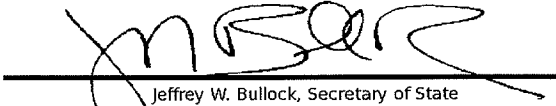
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4807289 8100V

130607914

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0443575

DATE: 05-20-13

TRADEMARK  
REEL: 005325 FRAME: 0380

**CERTIFICATE OF INCORPORATION  
OF  
INVESTCLOUD, INC.**

**ARTICLE I**

The name of this Corporation is InvestCloud, Inc. (the "Corporation").

**ARTICLE II**

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

**ARTICLE III**

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are 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 "General Corporation Law").

**ARTICLE IV**

The corporation is authorized to issue one class of stock to be designated "*Common Stock*." The total number of shares of Common Stock that the Corporation is authorized to issue is One Hundred Million (100,000,000), and each such share shall have a par value of \$0.0001.

**ARTICLE V**

So long as The Conifer Group, LLC ("**Conifer**") is a stockholder of the Corporation, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the Board of Directors of the Corporation (the "**Board**"), including the approval of one or more of the directors appointed by Conifer, (i) sell, assign, or transfer (including by means of an exclusive license) material technology or material intellectual property of the Corporation, except in connection with the sale or merger of all or substantially all of the Corporation or its assets, effected in compliance with all requisite Corporation corporate approvals; or (ii) pledge material technology or material intellectual property of the Corporation, except in connection with debt financing of the Corporation.

The Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of a majority of the Independent Members (as defined below) of the Compensation Committee of the Board (the "**Compensation Committee**"), amend, renew or modify the employment contracts of John Wise or Colin Close, nor increase their total compensation beyond that set forth in such employment contracts or otherwise. For purposes hereof, the term "**Independent Members**" shall mean those members of the Compensation Committee who are not involved in the management of the Corporation or who are not appointed to the Board by any stockholder that has a material commercial relationship with the Corporation.

The Corporation's credit and assets shall be used solely for the benefit of the Corporation, and no asset of the Corporation shall be transferred or encumbered for, or in payment of, any obligation of an individual, whether an employee of the Corporation or a third party individual.

#### ARTICLE VI

To the fullest extent permitted by law, 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. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation 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 of such director occurring prior to, such repeal or modification.

#### ARTICLE VII

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. The provisions of Article V hereof may not be amended, altered, changed or repealed except by a duly adopted amendment to this Certificate of Incorporation, as approved by the Board, including the approval of one or more of the directors appointed by Conifer.

#### ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Colin Close  
InvestCloud  
8800 Wilshire Blvd., Suite 200  
Beverly Hills, CA 90211

\* \* \*

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, does hereby make, file and record this Certificate of Incorporation, and does hereby certify that the facts herein stated are true, and has accordingly hereunto set his hand this 17th day of May, 2013.



Colin Close, Incorporator