

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM324035

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GLOBAL COMPLIANCE SERVICES, INC.		10/10/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NAVEX Global, Inc.		
<b>Street Address:</b>	6000 Meadows Road, Suite 200		
<b>City:</b>	Lake Oswego		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97035		
<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>	3662286	BRIGHTLINE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2063599000		
<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>	206-359-8000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Patchen Haggerty, Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4900		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	113074-4000.0023.US001		
<b>NAME OF SUBMITTER:</b>	Patchen M. Haggerty		
<b>SIGNATURE:</b>	/Patchen M. Haggerty/		
<b>DATE SIGNED:</b>	11/21/2014		
<b>Total Attachments: 6</b>			
source=Merger - NAVEX Global, Inc#page1.tif			
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OP \$40.00 3662286



# 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 MERGER, WHICH MERGES:

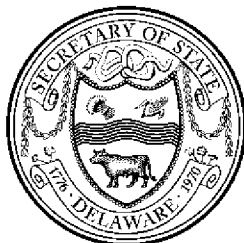
"EMPLOYMENT LAW TRAINING, INC.", A DELAWARE CORPORATION,  
"ETHICSPPOINT, INC.", A WASHINGTON CORPORATION,  
"POLICY TECHNOLOGIES INTERNATIONAL, INC.", AN IDAHO CORPORATION,

WITH AND INTO "GLOBAL COMPLIANCE SERVICES, INC." UNDER THE NAME OF "NAVEX GLOBAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 2012, AT 9:40 O'CLOCK A.M.


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

3641940 8100M

121118149



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: 9909553

DATE: 10-11-12

TRADEMARK  
REEL: 005406 FRAME: 0210

CERTIFICATE OF MERGER  
OF  
EMPLOYMENT LAW TRAINING, INC.;  
ETHICSPPOINT, INC.;  
AND  
POLICY TECHNOLOGIES INTERNATIONAL, INC.  
INTO  
GLOBAL COMPLIANCE SERVICES, INC.

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, the undersigned corporation submits this Certificate of Merger for filing and certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "*Constituent Corporations*") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Employment Law Training, Inc.	Delaware
EthicsPoint, Inc.	Washington
Global Compliance Services, Inc.	Delaware
Policy Technologies International, Inc.	Idaho

SECOND: The Agreement and Plan of Merger, dated as of October 10, 2012 (the "*Merger Agreement*"), by and among Employment Law Training, Inc., EthicsPoint, Inc., Global Compliance Services, Inc. and Policy Technologies International, Inc., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations, whenever required, in accordance with Section 252 of the General Corporation Law of the State of Delaware, Chapter 23B.11.030 of the Washington business corporation act, and Section 30-18-203 of the Idaho Entity Transactions Act.

THIRD: The surviving corporation of the merger (the "*Surviving Corporation*") is Global Compliance Services, Inc., and as a result of the merger, the Surviving Corporation is changing its name to NAVEX Global, Inc.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation. The address of this office of the Surviving Corporation is 13950 Ballantyne Corporate Place, Suite 300, Charlotte, North Carolina 28277.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The authorized capital stock of Employment Law Training, Inc. is 100 shares of common stock, par value \$0.01 per share. The authorized capital stock of EthicsPoint, Inc. is 1,000 shares of common stock, without par value. The authorized capital stock of Policy Technologies International, Inc. is 2,000,000 shares of common stock, without par value.

EIGHTH: The merger herein certified shall become effective upon the filing of this Certificate of Merger.

**[Remainder of Page Intentionally Blank – Signature on Following Page]**

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate of Merger to be duly executed on this 10<sup>th</sup> day of October, 2012.

GLOBAL COMPLIANCE SERVICES, INC.

By: 

Name: L. Joseph Lee, Jr.

Title: Vice President

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NAVEX GLOBAL, INC.**

FIRST: The name of the corporation (the "*Corporation*") is:

NAVEX Global, 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, Delaware 19801. The name of the Corporation's 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.

FOURTH: The total number of shares that the Corporation has authority to issue is 1,000 shares of Common Stock, par value of \$0.01 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth will not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by

the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

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