

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348347

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/11/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kenexa Technology, Inc.		02/11/2015	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Kenexa Technology NY, Inc.		
Street Address:	One New Orchard Road		
City:	Armonk		
State/Country:	NEW YORK		
Postal Code:	10504		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85034333	KENEXA 2X ASSESS	
CORRESPONDENCE DATA			
Fax Number:	9147654370		
<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>			
Phone:	9147654353		
Email:	ibmtm@us.ibm.com		
Correspondent Name:	Leonora Hoicka		
Address Line 1:	1 North Castle Drive		
Address Line 4:	Armonk, NEW YORK 10504		
NAME OF SUBMITTER:	Grazia T. Micewicz		
SIGNATURE:	/Grazia T. Micewicz/		
DATE SIGNED:	07/16/2015		
Total Attachments: 9			
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PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Articles/Certificate of Merger

(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name: **CT - COUNTER**

Address: _____

City: **9443058** State: _____ Zip Code: **SOPA 1**

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 10 Page(s)



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Kenexa Technology NY, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of New York and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
One New Orchard Road	Armonk	NY	10504

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PA. DEPT. OF STATE

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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Kenexa Technology, Inc.		CT Corporation System	Dauphin

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Kenexa Technology, Inc.	- Adopted by the directors and the shareholders pursuant to 15 Pa.C.S. Section 1942(a).

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

~~The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

11th day of February
2015.

Kenexa Technology, Inc.

Name of Corporation/Limited Partnership

Ann McHale

Signature

Ann McHale, Secretary

Title

Kenexa Technology NY, Inc.

Name of Corporation/Limited Partnership

Ann McHale

Signature

Ann McHale, Secretary

Title

EXHIBIT H

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of February 11, 2015 (this "Agreement"), is by and between KENEXA TECHNOLOGY, INC., a Pennsylvania corporation (the "Merging Company") and KENEXA TECHNOLOGY NY, INC., a New York corporation (the "Surviving Company").

RECITALS

WHEREAS, the Merging Company and the Surviving Company herein agree to the merger of the Merging Company with and into the Surviving Company, pursuant to the applicable section of the New York Business Corporation Law (the "NYBCL") and upon the terms and conditions hereinafter set forth (the "Merger");

WHEREAS, the board of directors of the Surviving Company has unanimously approved and declared the advisability of this Agreement;

WHEREAS, the board of directors of the Merging Company has unanimously approved and declared the advisability of this Agreement;

WHEREAS, following the Merger, the Surviving Company will become a direct subsidiary of International Business Machines Corporation and Kenexa International LLC;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, it is hereby agreed as follows:

FIRST: This Agreement is duly entered into and approved, adopted, executed and acknowledged pursuant to the authority granted to the Merging Company by the Pennsylvania Business Corporation Law ("PBCL") Section 1924(a) and the Surviving Company by NYBCL § 903.

SECOND: Upon the terms and subject to the conditions set forth herein, the Merging Company shall merge with and into the Surviving Company pursuant to the NYBCL. As soon as practicable on or after the date hereof, the parties shall properly file with the Department of State of the Commonwealth of Pennsylvania and the Department of State of the State of New York, articles of merger (the "Articles of Merger") in such form as is required by, and executed and acknowledged in accordance with, the relevant provisions of each of the PBCL and the NYBCL. The Merger shall become effective at such date and time as the Articles of Merger are duly filed with the latest of either the Commonwealth of Pennsylvania or the Department of State of the State of New York (the "Effective Time"). At the Effective Time, the separate existence of the Merging Company shall cease and the Surviving Company shall continue as the Surviving Company.

THIRD: The Merger shall have the effects set forth in NYBCL § 906.

FOURTH: The name of the Surviving Company in the Merger is Kenexa Technology NY, Inc.

FIFTH: At the Effective Time, the Articles of Incorporation and By-Laws of the Surviving Company will not be amended. Such Articles of Incorporation and By-Laws will be the Articles of Incorporation and By-Laws, respectively, of the Surviving Company until thereafter further amended as provided therein or by applicable Law.

SIXTH: The directors and officers of the Surviving Company immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Company from and after the Effective Time until their successors have been duly elected, appointed or qualified or until the earlier of their death, resignation or removal in accordance with the Articles of Incorporation and By-Laws of the Surviving Company.

SEVENTH: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Corporation	Designation & Number Of Shares In Each Class Or Series Outstanding	Class Or Series Of Shares Entitled to Vote	Class or Series Entitled To Vote As A Class
Kenexa Technology, Inc.	956,736 Common	Common	None
	57,674 Series A Preferred	Series A Preferred	None
Kenexa Technology NY, Inc.	1,000 Common	Common	None

EIGHTH: At the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof:

- (a) Each issued and outstanding share of common stock of the Merging Company at the Effective Time shall be converted into and become one fully paid and nonassessable share of the common stock, par value \$0.01 per share, of the Surviving Company.
- (b) Each issued and outstanding share of Series A Preferred Stock of the Merging Company at the Effective Time shall be converted into and become one fully paid and nonassessable share of Series A Preferred Stock, of the Surviving Company.
- (c) Each issued and outstanding share of common stock of the Surviving Company immediately prior to the Effective Time, shall be automatically canceled and retired and cease to exist, and no payment or distribution shall be made with respect thereto.

NINTH: Upon completion of the Merger, the Surviving Company shall file Articles of Amendment to change its name to Kenexa Technology, Inc.

TENTH: The Merging Company and the Surviving Company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the PBCL in connection with the Merger and that they will cause to be performed all necessary acts to effectuate the Merger.

ELEVENTH: The proper officers of the Merging Company and the proper officers of the Surviving Company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary to carry out or put into effect any of the provisions of this Agreement or of the Merger.

TWELFTH: This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

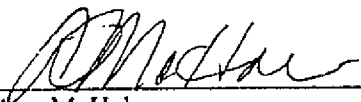
THIRTEENTH: At any time prior to the Effective Time, this Agreement may be terminated or amended and the Merger may be abandoned by the Board of Directors of the Surviving Company or the Merging Company or both.

FOURTEENTH: This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

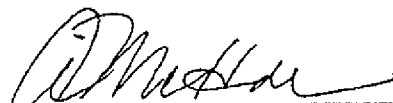
SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed as of the date first above written.

KENEXA TECHNOLOGY, INC

By: 
Name: Ann McHale
Title: Secretary

KENEXA TECHNOLOGY NY, INC.

By: 
Name: Ann McHale
Title: Secretary

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pennsylvania
DEPARTMENT OF REVENUE

Commonwealth of Pennsylvania
Department of Revenue



MERGER

Clearance Certificate

Company Name KENEXA TECHNOLOGY INC

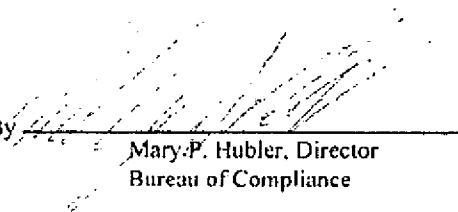
I certify that the above named company, through this Department, has paid into the State Treasury all taxes and charges owed the Commonwealth of Pennsylvania as required by law to and including February 01, 2014.

Witness my hand and seal of Office, on this date.

February 04, 2015

(Seal)

By


Mary P. Hubler, Director
Bureau of Compliance

(Note: This Certificate issued in compliance with Section 103 of Act 177, approved December 21, 1988, is for submission to the Department of State. Its applicability is limited specifically to its purposes as set forth in that Act and is conditioned upon the requirements that, in the event of a change in Federal income for a year for which taxes have been paid, this corporation or its successors or its officers or its directors shall file with the PA Department of Revenue a report of change and pay any additional state tax resulting therefrom. Section 406 (e) of the Tax Reform Code of 1971.)

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pennsylvania

DEPARTMENT OF LABOR & INDUSTRY

OFFICE OF UNEMPLOYMENT COMPENSATION TAX SERVICES

July 1, 2014

CLEARANCE CERTIFICATE

IN THE MATTER OF:

KENEXA TECHNOLOGY, INC.

Corporation

650 E SWEDES FORD RD FL WAYNE PA 19087

I HEREBY CERTIFY that the above-named corporation has filed with this Department all reports required to be filed by it, pursuant to the provisions of the Pennsylvania Unemployment Compensation Law and Regulations promulgated thereunder; and has fully paid all contributions, interest and penalty thereon known to be due to the PENNSYLVANIA UNEMPLOYMENT COMPENSATION FUND.

Director

Office of Unemployment Compensation Tax Services

Department of Labor & Industry | Office of UC Tax Services | 651 Boas Street | Harrisburg, PA 17121-0750 | www.uc.pa.gov