

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM356117

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Baldwin Graphic Systems, Inc.		12/19/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Baldwin Americas Corporation		
Street Address:	3041 Woodcreek Drive, Suite 102		
City:	Downers Grove		
State/Country:	ILLINOIS		
Postal Code:	60515		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2031784	IMPACT	
Registration Number:	2313920	PREPAC	
CORRESPONDENCE DATA			
Fax Number:	3146673633		
<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:	3145526000		
Email:	ipdocket@thompsoncoburn.com		
Correspondent Name:	Matthew J. Himich		
Address Line 1:	One US Bank Plaza		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	54970-105596 AND 105597		
NAME OF SUBMITTER:	Matthew J. Himich		
SIGNATURE:	/matthew j. himich/		
DATE SIGNED:	09/24/2015		
Total Attachments: 10			
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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, WHICH MERGES:

"BALDWIN GRAPHIC SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BALDWIN AMERICAS CORPORATION" UNDER THE NAME OF "BALDWIN AMERICAS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2013, AT 3:38 O'CLOCK P.M.

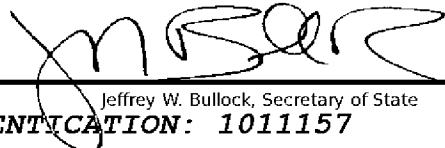
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013.

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

2219024 8100M

131453190




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1011157

DATE: 12-24-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005629 FRAME: 0386

CERTIFICATE OF OWNERSHIP AND MERGER

of

BALDWIN GRAPHIC SYSTEMS, INC.
(a Delaware corporation)

with and into

BALDWIN AMERICAS CORPORATION
(a Delaware corporation)

**Subsidiary into Parent Pursuant to Section 253 of the
General Corporation Law of the State of Delaware (the "DGCL")**

Baldwin Americas Corporation, a corporation incorporated on January 11, 1990 and organized and existing under the laws of Delaware (the "Corporation"), does hereby certify as follows:

1. The name and jurisdiction of incorporation of each of the constituent entities is as follows:

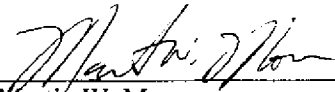
Name	Jurisdiction of Incorporation
Baldwin Graphic Systems, Inc.	Delaware
Baldwin Americas Corporation	Delaware

2. The Corporation owns all of the issued and outstanding shares of stock of Baldwin Graphic Systems, Inc., a Delaware corporation incorporated on August 27, 1990 (the "Subsidiary").
3. The Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent in lieu of a meeting dated as of December 19, 2013 and as set forth on Exhibit A attached hereto, has determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
4. The name of the corporation surviving the merger is Baldwin Americas Corporation (the "Surviving Corporation").
5. The Certificate of Incorporation of Baldwin Americas Corporation shall be the Certificate of Incorporation of the Surviving Corporation.
6. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.
7. The merger is to become effective on December 31, 2013.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be duly executed as of this 19th day of December, 2013.

BALDWIN AMERICAS CORPORATION

By: 
Name: Martin W. Moore
Title: Vice President, Treasurer

SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER

**Exhibit A
Resolutions**

(see attached)

BALDWIN AMERICAS CORPORATION
Unanimous Written Consent
of the Board of Directors

December 19, 2013

The undersigned, being all of the members of the Board of Directors (the "Board") of Baldwin Americas Corporation, a Delaware corporation (the "Corporation"), in accordance with the Delaware General Corporation Law (the "DGCL"), do hereby consent in writing that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the Board, duly noticed, called and held in accordance with law and the Bylaws of the Corporation, with a full quorum present and acting throughout:

Merger with Subsidiary

WHEREAS, the Corporation owns all of the issued and outstanding shares of stock of Baldwin Graphic Systems, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation that the Subsidiary be merged with and into the Corporation, with the Corporation surviving the merger, pursuant to Section 253 of the DGCL (the "Merger").

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation merge the Subsidiary with and into itself and assume all of the liabilities and obligations of the Subsidiary; and further

RESOLVED, that each officer of the Corporation be and hereby is authorized and directed to make and execute the Certificate of Ownership and Merger in substantially the form attached hereto as Appendix A (the "Certificate"), setting forth a copy of the resolutions to merge the Subsidiary and assume its liabilities and obligations in the name of and on behalf of the Corporation and to file the same with the Secretary of State of the State of Delaware; and further

RESOLVED, that the Merger shall become effective on December 31, 2013 (the "Effective Date"); and further

RESOLVED, that as of the Effective Date, the Subsidiary shall merge with and into the Corporation and the separate corporate existence of the Subsidiary shall cease; and further

RESOLVED, that the Corporation shall be the surviving corporation and shall continue as a corporation under the laws of the State of Delaware following the Merger; and further

RESOLVED, that as of the Effective Date, the Corporation shall succeed to and possess all of the rights, privileges, immunities, powers and purposes of the Subsidiary, and all of the property (real, personal and intangible), causes of action and every other asset of the Subsidiary shall vest in the Corporation, and the Corporation shall assume all of the liabilities and obligations of the Subsidiary, all without further act or deed; and further

RESOLVED, that in connection with the Merger, the shares of capital stock of the Subsidiary shall not be converted into shares of capital stock of the Corporation, but shall be canceled, and the shares

of capital stock of the Corporation shall not be changed, but shall remain the same as immediately prior to the Merger; and further

RESOLVED, that subsequent to the Merger, the name of the Corporation shall remain Baldwin Americas Corporation and the state of incorporation of the Corporation shall remain the State of Delaware; and further

RESOLVED, that subsequent to the Merger, the Certificate of Incorporation of the Corporation on file with the Secretary of State of the State of Delaware immediately prior to the Merger shall remain the Certificate of Incorporation of the Corporation, and the Bylaws of the Corporation as in effect immediately prior to the Merger shall remain the Bylaws of the Corporation; and further

RESOLVED, that subsequent to the Merger, the members of the Board and the officers of the Corporation shall remain the same as the members of the Board and the officers of the Corporation in such positions immediately prior to the Merger, until successors are appointed in accordance with applicable law and the Certificate of Incorporation and the Bylaws of the Corporation; and further

RESOLVED, that any time prior to the Effective Date, the transactions contemplated by these resolutions may be abandoned, these resolutions may be rescinded and the Certificate may be terminated in accordance with the DGCL; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger and to execute and deliver, file or record such other instruments and documents, and to take all such other and further actions, in the name of and on behalf of the Corporation, as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated thereby, each in such form and with any such changes, additions or deletions as any such officer shall determine to be advisable and in the best interests of the Corporation, which determination shall be conclusively evidenced by such officer's execution and delivery thereof; and further


RESOLVED, that all acts and deeds heretofore done by any member of the Board or officer of the Corporation for and on behalf of the Corporation in entering into, executing, acknowledging or attesting any arrangements, instruments or documents, or in carrying out the terms and intention of the foregoing resolutions, are hereby adopted, ratified, approved and confirmed in all respects; and further

RESOLVED, that this Unanimous Written Consent may be (1) executed in counterparts and all such counterparts shall constitute one consent, notwithstanding that all directors may not be signatories to the same counterpart; and (2) executed and delivered facsimile and, upon such delivery, the facsimile signature shall be deemed to have the same effect as if the original signature had been delivered; and further

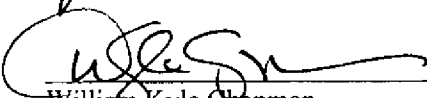
RESOLVED, that any proper officer of the Corporation is hereby directed to file a signed copy of this Unanimous Written Consent in the minute book of the Corporation.

[Signature Page Follows]

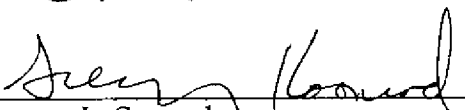
IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have executed this Unanimous Written Consent as of the date indicated above.



Ryan Gable



William Kyle Chapman



Gregory L. Coonrod

SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
BALDWIN AMERICAS CORPORATION

Appendix A
Form of Certificate of Ownership and Merger

(see attached)

CERTIFICATE OF OWNERSHIP AND MERGER

Of

BALDWIN GRAPHIC SYSTEMS, INC.
(a Delaware corporation)

with and into

BALDWIN AMERICAS CORPORATION
(a Delaware corporation)

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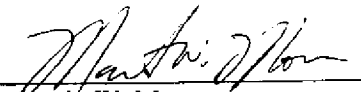
Name	Jurisdiction of Incorporation
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Baldwin Americas Corporation	Delaware

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[Signature Page Follows]

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BALDWIN AMERICAS CORPORATION

By: 
Name: Martin W. Moore
Title: Vice President, Treasurer

SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER

5601221

RECORDED: 09/24/2015

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