

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369310

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guckenheimer Enterprises, Inc.		06/24/1999	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Guckenheimer Enterprises, Inc.		
Street Address:	1850 Gateway Drive, Suite 500		
City:	San Mateo		
State/Country:	CALIFORNIA		
Postal Code:	94404		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2362392	GUCKENHEIMER	
Registration Number:	2375511	WE DO A COMMON THING UNCOMMONLY WELL	
Registration Number:	2379729	WHATEVER IT TAKES	
Registration Number:	2438182	GUCKENHEIMER G	
CORRESPONDENCE DATA			
Fax Number:	6503255572		
<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:	(650) 327-4200		
Email:	dsettle@thoits.com		
Correspondent Name:	Terrence P. Conner, Esq.		
Address Line 1:	400 Main St., Suite 250		
Address Line 4:	Los Altos, CALIFORNIA 94022		
ATTORNEY DOCKET NUMBER:	73592-005		
NAME OF SUBMITTER:	Terrence P. Conner		
SIGNATURE:	/Terrence P. Conner/		
DATE SIGNED:	01/14/2016		
Total Attachments: 5			
source=Certificates - GEI#page1.tif			

CH \$115.00 2362392

source=Certificates - GEI#page2.tif

source=Certificates - GEI#page3.tif

source=Certificates - GEI#page4.tif

source=Certificates - GEI#page5.tif

**CERTIFICATE OF INCORPORATION
OF
GUCKENHEIMER DELAWARE, INC.**

FIRST: The name of the corporation is Guckenheimer Delaware, Inc.

SECOND: The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle. 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 Delaware.

FOURTH: The corporation is authorized to issue two (2) classes of shares, to be designated "Class A Voting Common Stock" and "Class B Non-Voting Common Stock," respectively. The number of shares of Class A Voting Common Stock authorized to be issued is fifteen million (15,000,000) with \$.001 par value per share and the number of shares of Class B Non-Voting Common Stock authorized to be issued is two million (2,000,000) with \$.001 par value per share. The rights and powers of shareholders of this corporation to vote on any matter shall be exercised solely by the holders of Class A Voting Common Stock. In all other respects, the rights, preferences, privileges and restrictions granted to or imposed upon the two classes of shares or the holders of shares shall be identical. Holders of Class B Non-Voting Common Stock shall convert their shares to shares of Class A Voting Common Stock on a share for share basis upon the completion of an initial public offering registered under the Securities Act of 1933, as amended.

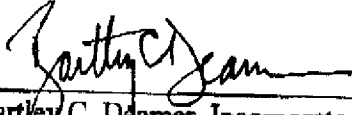
FIFTH: The name and mailing address of the Incorporator is:
Bartley C. Deamer, c/o McCutchen, Doyle, Brown & Enersen, LLP, 3150 Porter Drive,
Palo Alto, CA 94304-1212.

SIXTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent possible under Delaware Law.

SEVENTH: The Board of Directors is authorized to adopt, amend or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

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.

I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of June, 1999.



Bartley C. Deamer, Incorporator

**Certificate of Ownership and Merger
Merging Guckenheimer Enterprises, Inc. into
Guckenheimer Delaware, Inc.**

Guckenheimer Enterprises, Inc. (the "*Corporation*"), a California corporation, hereby certifies that:

1. The Corporation owns one hundred percent (100 %) of the outstanding shares of stock of Guckenheimer Delaware, Inc. ("*GDI*"), a Delaware corporation.

2. The board of directors of the Corporation duly adopted, pursuant to section 307(b) of the California Corporations Code, by the unanimous written consent of the members thereof dated June 23, 1999 the following resolutions to merge itself into GDI, which will be the surviving corporation:

WHEREAS, the Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of common stock of GDI; and

WHEREAS, said common stock is the only issued and outstanding class of stock of GDI; and

WHEREAS, the Corporation desires to merge itself into GDI pursuant to the provisions of Section 1110 of the California Corporations Code; be it

RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the effectiveness of the merger, the Corporation shall be merged into GDI, which will be the surviving corporation and which will by virtue of the merger succeed to all assets, properties, liabilities and obligations of any and all kinds of the Corporation. Without limiting the generality of the foregoing, GDI, as the surviving corporation, will succeed to the Corporation under any and all employee plans, including without limitation, the Guckenheimer Enterprises, Inc. Employee Stock Ownership Trust and Plan, the Guckenheimer Enterprises, Inc. 401(k) Plan and all stock option plans and agreements.

2. Upon the effectiveness of the merger, each outstanding share of Class A Voting Common Stock in the Corporation shall be converted pro rata into one outstanding share of Class A Voting Common Stock, par value \$0.001 per share, of GDI as the surviving corporation, and each outstanding share of Class B Non-Voting Common Stock in the Corporation shall be converted pro rata into one outstanding share of Class B Non-Voting Common Stock, par value \$0.001 per share, of GDI as the surviving corporation. For purposes of all stock option plans and agreements each right to acquire a share of Class A Voting Common Stock of the Corporation shall be converted into a right to acquire one share of Class A Voting Common Stock, par value \$0.001 per share, of GDI as the surviving corporation, and each right to acquire a share of Class B Non-Voting Common Stock of the Corporation shall be converted into a right to acquire one share of Class B Non-Voting Common Stock, par value \$0.001 per share, of GDI as the surviving corporation.

3. Upon the effectiveness of the merger, Article First of the Certificate of Incorporation of the GDI shall be amended to read in full as follows:

"FIRST: The name of the Corporation is Guckenheimer Enterprises, Inc."

4. One or more certificates representing shares of GDI Common Stock into which shares of the Corporation shall be converted by virtue of the merger shall be issued following surrender to GDI, as the surviving corporation, of the certificate formerly representing such shares of the Corporation or the presentation of an affidavit of loss or destruction of such certificate, and indemnity therefor, satisfactory to the Board of Directors.

RESOLVED, that the proposed merger be submitted to Class A Voting Common Stock shareholders and Class B Non-Voting Common Stock shareholders of the Corporation for approval pursuant to Section 1110(c) of the California Corporations Code; and

RESOLVED, that the officers of the Corporation be and each hereby is authorized to do all acts and things whatsoever, whether within or without the State of California, which such officer may find to be necessary or desirable to effect said merger, including without limitation the execution and filing of a certificate of ownership pursuant to Section 1110(e) of the California Corporations Code and corresponding provisions of the Delaware General Corporation Law.

3. The merger has been duly approved by the shareholders of the Corporation pursuant to Section 1110(c) of the California Corporations Code.

4. The merger has been duly approved by GEI.

IN WITNESS WHEREOF, the Corporation has signed this certificate.

Date: June 23, 1999

GUCKENHEIMER ENTERPRISES, INC.

By C. Stewart Ritchie III

Name: C. Stewart Ritchie III, M.D.
Title: Founder, CEO, & Vice Chairman

guckenheimer enterprises, inc.

WILLIAM R. POPE
SENIOR VICE PRESIDENT FINANCE
CHIEF FINANCIAL OFFICER

Delaware Secretary of State
State Department
Townsend Building
Dover, DE 19901

To Whom it May Concern:

Guckenheimer Enterprises, Inc., a California corporation, hereby gives consent to Guckenheimer Delaware, Inc., a Delaware corporation, to use the name Guckenheimer Enterprises, Inc. in the state of Delaware following the merger of Guckenheimer Enterprises, Inc., a California corporation, into Guckenheimer Delaware, Inc., a Delaware corporation.

Dated: June 25, 1999

GUCKENHEIMER ENTERPRISES, INC.,
a California corporation

By: 

William R. Pope,
Chief Financial Officer

THREE LAGOON DRIVE, SUITE 325, REDWOOD SHORES, CALIFORNIA 94065
(650) 631-5144 FAX (650) 592-0460 E MAIL bpope@guckenheimer.com