

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369666

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Navico NW, Inc.		12/18/2007	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Navico, Inc.
Street Address:	4500 South 129th East Avenue, Suite 200
City:	Tulsa
State/Country:	OKLAHOMA
Postal Code:	74134
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1905510	AXIS

CORRESPONDENCE DATA

Fax Number: 3105860564

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.

Phone: 9497326803

Email: gtipmail@gtlaw.com

Correspondent Name: Susan L. Heller

Address Line 1: 3161 Michelson Drive, Suite 1000

Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	139756-013100
NAME OF SUBMITTER:	Susan L. Heller
SIGNATURE:	/Susan L. Heller/
DATE SIGNED:	01/19/2016

Total Attachments: 7

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

NAVICO, INC.

DE Profit Corporation

UBI: 000-000-000

Filing Date: December 21, 2007 (Effective date: December 31, 2007)

Merging Entities:

601-084-135

NAVICO NW, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 005711 FRAME: 0948

ARTICLES OF MERGER

of

NAVICO NW, INC.

into

NAVICO, INC.

FILED
SECRETARY OF STATE

DEC 21 2007

STATE OF WASHINGTON

TO THE SECRETARY OF STATE OF THE STATE OF WASHINGTON:

Pursuant to the provisions of Sections 23B.11.010 and 23B.11.050 of the Washington Corporation Act governing the merger of one or more domestic business corporations with and into a foreign business corporation, the undersigned corporation executes and submits for filing the following Articles of Merger.

1. The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Navico, Inc.	Delaware
Navico NW, Inc.	Washington

2. Navico, Inc. shall be the surviving corporation in the merger.
3. An Agreement and Plan of Merger in the form attached as Exhibit A was duly approved by the board of directors of each constituent corporation to the merger.
4. Approval of the Agreement and Plan of Merger by the sole shareholder of each constituent corporation was required. The merger was duly approved by the sole shareholder of Navico NW, Inc. in accordance with Section 23B.11.030 of the Washington Business Corporation Act.
5. The laws of Delaware, the State of organization of Navico, Inc., permit the merger of a business corporation of another jurisdiction with and into a Delaware business corporation, and Navico, Inc. has complied with such laws in effecting this merger.
6. Navico, Inc. does irrevocably appoint the Washington Secretary of State as its agent to accept service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of Navico NW, Inc.
7. Navico, Inc. does hereby agree that it will promptly pay to the dissenting shareholders of Navico NW, Inc., the amount, if any, to which they shall be entitled under the provisions of Section 23B.13 of the Washington Business Corporation Act.
8. The effective date of the merger shall be 11:59 PM, Eastern Standard Time, December 31, 2007.

IN WITNESS WHEREOF, Navico, Inc., a Delaware corporation, as the surviving corporation, has caused these Articles of Merger to be executed in its name by its authorized officers as of the 18th day of December, 2007.

Navico, Inc.

By: Paul Murphy
Paul Murphy
Vice President of Finance

Attest:

H. Wayne Cooper
H. Wayne Cooper, Secretary



AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") made as of the 18th day of December, 2007, by and between Navico, Inc., a Delaware corporation ("Navico"), and Navico NW, Inc., a Washington corporation ("Northwest"). Navico and Northwest are also referred to herein collectively as the "Constituent Corporations" and individually as a "Constituent Corporation".

In consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

1. Recitals.

1.1. Each of the Constituent Corporations does deem it advisable and in the best interest of said corporation and its shareholder that Navico merge into itself Northwest, and that Northwest merge into Navico, pursuant to Section 251 of the Delaware General Corporation Act, as amended and Section 23B.11.010 of the Washington Business Corporation Act.

1.2. The authorized capital stock of Navico consists of 100 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding.

1.3. The authorized capital stock of Northwest consists of 1,000 shares of common stock, without par value, of which 800 shares are issued and outstanding.

1.4. The Boards of Directors of Navico and Northwest, by resolutions duly adopted, have approved and declared advisable the terms of this Agreement and have directed the submission of this Agreement to Navico Holding AS, the sole shareholder of each of the Constituent Corporations, for approval.

2. The Merger.

2.1. At the Effective Time, as defined in Section 5.3 hereof, Northwest shall be merged with and into Navico which shall be the surviving corporation, and Navico at such time shall merge Northwest with and into Navico (the "Merger").

2.2. The corporate existence of Navico with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger and Navico as it shall be constituted after the Effective Time shall be the surviving corporation.

2.3. From and after the Effective Time, without further act or deed,

(a) the separate existence of Northwest shall cease, except insofar as it may be continued by statute,

(b) Navico, as the surviving corporation, shall possess and be vested with all of the property, rights, privileges, powers, and franchises, and be subject to and liable for all the restrictions, disabilities, debts, liabilities, obligations, penalties and duties, of each of the Constituent Corporations, and

(c) any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation as of the Effective Time, may be prosecuted as if the Merger had not taken place, or Navico may be substituted in such action or proceeding.

2.4. If at any time after the Effective Time Navico shall consider or be advised that any further assignment, assurances in law, or any other things are necessary or desirable to vest, perfect, or confirm of record or otherwise in Navico, the title to any property or right of Northwest acquired or to be acquired by reason of or as a result of the Merger, Northwest and its proper officers and directors will, upon notice, execute and deliver such proper deeds, assignments, and assurances reasonably requested by Navico and do all things necessary or advisable

to vest, perfect, or confirm title to such property or rights in Navico and otherwise to carry out the intent and purposes of this Agreement, and the proper officers and directors of Navico are fully authorized in the name of Northwest or otherwise to take any and all such action.

2.5. It is intended that the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

3. Certificate of Incorporation; Bylaws; Board of Directors; Officers.

3.1. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation, as amended, of Navico in effect as of the date hereof.

3.2. The Bylaws of the surviving corporation shall be the Bylaws, as amended, of Navico in effect as of the date hereof.

3.3. The directors of the surviving corporation shall be the persons who are serving as the directors of Navico as of the date hereof.

3.4. The officers of the surviving corporation shall be the persons who are serving as the officers, in their respective capacities, of Navico as of the date hereof.

4. Cancellation of Shares.

4.1. At the Effective Time each one of the 800 shares of Northwest common stock issued and outstanding immediately prior to the Effective Time then held by each Northwest shareholder of record shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

4.2. At and after the Effective Time, Navico Holding AS, as the sole shareholder of each Constituent Corporation, shall own all of the issued and outstanding capital stock of the surviving corporation.

5. Procedure To Effect Merger.

5.1. Upon the approval of this Agreement by the shareholder of each Constituent Corporation, the officers of Navico shall (a) file a copy of this Agreement, or a Certificate of Merger with respect thereto prepared in accordance with Section 251.C of the Delaware General Corporation Act, with the Secretary of State of the State of Delaware, and (b) file Articles of Merger with the Secretary of State of the State of Washington in accordance with Section 23B.11.050 of the Washington Business Corporation Act. Each of the Constituent Corporations hereby agrees to do promptly all of such acts, and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it.

5.2. Prior to the Effective Time, this Agreement may be terminated by the mutual consent of the Boards of Directors of the Constituent Corporations whether before or after approval of this Agreement by the shareholders of the Constituent Corporations.

5.3. The Merger shall be effective at 11:59 P.M., Eastern Standard Time, December 31, 2007 (the "Effective Time").

5.4. Upon its execution and delivery, this Agreement shall be retained on file at the principal place of business in Delaware of Navico and a copy thereof shall be furnished by Navico, on request and without cost, to the shareholder of each Constituent Corporation.

6. Miscellaneous.

6.1. This Agreement may be executed in several counterparts each of which shall be deemed an original but all of which counterparts collectively shall constitute one instrument representing the agreement between the parties hereto.

6.2. Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the Constituent Corporations or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

6.3. This Agreement and legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be signed in its corporate name by its duly authorized officers as of the date first above written.

Navico, Inc.

By: _____
Paul Murphy
Vice President of Finance

Attest:

H. Wayne Cooper, Secretary

Navico NW, Inc.

By: _____
Title: _____

Attest:

Michael D. Schwartz, Secretary

Certificate of the Secretary
of
Navico, Inc.

I, H. Wayne Cooper, the Secretary of Navico, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Vice President of Finance and Secretary of said corporation, was duly approved and adopted as of December 18, 2007, by the written consent of the holder of the outstanding stock of Navico, Inc. having not less than the minimum number of votes necessary to approve and adopt the Agreement and Plan of Merger, pursuant to Section 228 of the Delaware General Corporation Act.

Witness my hand and seal of said Navico, Inc. this _____ day of December, 2007.

H. Wayne Cooper, Secretary

Certificate of the Secretary
of
Navico NW, Inc.

I, Michael D. Schwartz, the Secretary of Navico NW, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the _____ and Secretary of said corporation, was duly approved and adopted as of December 18, 2007, by the written consent of the holder of the outstanding stock of Navico NW, Inc. having not less than the minimum number of votes necessary to approve and adopt the Agreement and Plan of Merger, pursuant to Section 23B.11.030 of the Washington Business Corporation Act.

Witness my hand and seal of said Navico NW, Inc. this _____ day of December, 2007.

Michael D. Schwartz, Secretary