

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM402643

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/28/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Taxcient, Inc.		07/28/2016	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Avalara, Inc.		
Street Address:	1100 2nd Avenue, Suite 300		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98101		
Entity Type:	Corporation: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3137326	TAXRATES.COM	
CORRESPONDENCE DATA			
Fax Number:	2067577097		
<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:	(206) 757-8097		
Email:	CindyCaditz@dwt.com,SeattleTrademarkDocket@dwt.com,PriyankaMenon@dwt.com		
Correspondent Name:	Cindy Caditz		
Address Line 1:	1201 Third Avenue, Suite 2200		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	91793-33		
NAME OF SUBMITTER:	Cindy L. Caditz		
SIGNATURE:	/Cindy Caditz/		
DATE SIGNED:	10/19/2016		
Total Attachments: 6			
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UNITED STATES OF AMERICA

FILED JRM/TOM
Secretary of State
State of California

JUL 29 2016 | cc

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, 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:

AVALARA, INC.

WA Profit Corporation

UBI: 601-973-642

Filing Date: July 28, 2016

Merging Entities:

Not Qualified in WA TAXCIENT, INC.



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

Kim Wyman, Secretary of State

Date Issued: 7/28/2016

TRADEMARK

REEL: 005904 FRAME: 0196

FILED

JUL 28 2016

ARTICLES OF MERGER OF
AVALARA, INC.
AND
TAXCIENT, INC.

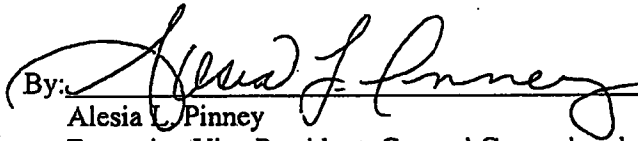
WA SECRETARY OF STATE

Pursuant to the provisions of Section 23B.11.050 of the Revised Code of Washington ("RCW"), the undersigned corporation hereby executes the following Articles of Merger:

1. The names of the corporations involved in the merger are Taxcient, Inc., a California corporation ("*Subsidiary*"), and Avalara, Inc., a Washington corporation ("*Company*").
2. Attached hereto as Exhibit A is the Plan of Merger, which sets forth the terms of the merger of Subsidiary with and into Company. Company shall be the surviving corporation (the "*Surviving Corporation*"), and the name of the Surviving Corporation shall remain Avalara, Inc.
3. Approval of the Plan of Merger by the sole shareholder of Subsidiary and the shareholders of Company was not required pursuant to RCW 23B.11.040.
4. The merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Washington.

DATED: July 28, 2016

AVALARA, INC.

By: 
Alesia L. Pinney
Executive Vice President, General Counsel and
Secretary

TRADEMARK

REEL: 005904 FRAME: 0197

EXHIBIT A
PLAN OF MERGER
(See Attached)

PLAN OF MERGER

This Plan of Merger (the "*Plan of Merger*") sets forth the terms and conditions of the merger of Taxcient, Inc., a California corporation ("*Taxcient*"), with and into Avalara, Inc., a Washington corporation ("*Avalara*"). Avalara and Taxcient are sometimes collectively referred to in the Plan of Merger as the "*Constituent Corporations*."

1. Merger

Taxcient, a wholly owned subsidiary of Avalara, shall be merged with and into Avalara (hereinafter sometimes called the "*Surviving Corporation*") pursuant to the applicable provisions of the Washington Business Corporation Act and the California Corporations Code and in accordance with the terms and conditions of the Plan of Merger (the "*Merger*").

2. Effectiveness

The Merger shall become effective upon the filing of Articles of Merger, which incorporate the Plan of Merger (the "*Articles of Merger*"), with the Secretary of State of the State of Washington (the "*Effective Time of the Merger*").

3. Articles of Incorporation

The Articles of Incorporation of Avalara shall, at the Effective Time of the Merger, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

4. Bylaws

The Bylaws of Avalara in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the Bylaws of the Surviving Corporation.

5. Directors and Officers

The directors and officers of Avalara in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

6. Conversion of Shares

At the Effective Time of the Merger, by virtue of the Merger, all of the outstanding stock of Taxcient will be cancelled.

7. Rights, Duties, Powers, Liabilities, Etc.

At the Effective Time of the Merger, the separate existence of Taxcient shall cease, and Taxcient shall be merged in accordance with the provisions of the Plan of Merger with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, duties and liabilities of each of the Constituent Corporations, and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

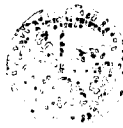
8. Implementation

Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Washington and the State of California to consummate and make effective the Merger.

9. Termination

The Plan of Merger may be terminated for any reason at any time before the filing of the Articles of Merger with the Secretary of State of the State of Washington.

STATE OF WASHINGTON
DEPARTMENT OF REVENUE
TAXPAYER SERVICE CENTER
3100 4th Avenue
SEASIDE, WA 98138



3100 4th Avenue
SEASIDE, WA 98138



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 03 2016

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 005904 FRAME: 0201

RECORDED: 10/19/2016