

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412284

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
In Minn Inc.		12/31/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Ingram Industries Inc.		
Street Address:	4400 Harding Road		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37205		
Entity Type:	Corporation: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76716015	TEXTBOOKARMY	
CORRESPONDENCE DATA			
Fax Number:	6152446804		
<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:	615-850-8741		
Email:	trademarkdocket@wallerlaw.com		
Correspondent Name:	Robert P. Felber, Jr.		
Address Line 1:	c/o Waller Lansden Dortch & Davis, LLP		
Address Line 2:	511 Union Street, Suite 2700		
Address Line 4:	Nashville, TENNESSEE 37219		
ATTORNEY DOCKET NUMBER:	030005.76024		
NAME OF SUBMITTER:	Robert P. Felber, Jr.		
SIGNATURE:	/ROBERT P. FELBER, JR./		
DATE SIGNED:	01/10/2017		
Total Attachments: 7			
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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Davidson County CHARTER
Recvd: 12/15/16 14:17 5 pgs
Fees:7.00 Taxes:0.00
20161215-0131726

INGRAM INDUSTRIES INC.
ATTN LEGAL DEPT
FL 9
4400 HARDING PIKE
NASHVILLE, TN 37205-2204

December 14, 2016

Control # 15666

Effective Date: 12/31/2016

Document Receipt

Receipt #: 3008542

Filing Fee: \$100.00

Payment-Account - #23391 CFS-1, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

IN MINN Inc. (DELAWARE) (Qualified Non-survivor)

merged into **INGRAM INDUSTRIES INC. (TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

ARTICLES OF MERGER
OF
IN MINN INC.
WITH AND INTO
INGRAM INDUSTRIES INC.

FILED

Pursuant to the provisions of Section 48-21-102, *et seq.* of the Tennessee Business Corporation Act, the undersigned domestic corporation and foreign corporation hereby adopt the following Articles of Merger:

1. The merging corporations and the states under whose laws they are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
IN MINN Inc.	Delaware
Ingram Industries Inc.	Tennessee

2. The laws of the States of Delaware and Tennessee under which IN MINN Inc. and Ingram Industries Inc. are organized, respectively, permit the merger.

3. The surviving corporation is Ingram Industries Inc., a Tennessee corporation, which shall continue its existence as a Tennessee corporation.

4. The Plan of Merger, attached hereto as Annex I and made a part hereof for all purposes, was duly approved by the Board of Directors and sole shareholder of IN MINN Inc. by written consents dated December 8, 2016.

5. The Plan of Merger was duly approved by the Board of Directors of Ingram Industries Inc. by written consent dated December 8, 2016. Shareholder approval is not required.

6. The Plan of Merger and performance of its terms were duly authorized by all action required by the laws of the State of Delaware and by the Certificate of Incorporation of the Merged Company.

7. The merger will be effective on December 31, 2016 at 11:59 p.m.

Dated: December 13, 2016.

INGRAM INDUSTRIES INC.

By: *Eleanor G. McDonald*
ELEANOR G. MCDONALD, Secretary

IN MINN INC.

By: *Eleanor G. McDonald*
ELEANOR G. MCDONALD, Secretary

2016-12-13 11:59 AM RECEIVED BY THE SECRETARY OF THE STATE OF TENNESSEE

PLAN OF MERGER
BETWEEN
IN MINN INC.
AND
INGRAM INDUSTRIES INC.

PLAN OF MERGER dated this 13th day of December, 2016 pursuant to Section 48-21-102, *et seq.* of the Tennessee Business Corporation Act by and between IN MINN INC., a Delaware corporation, and INGRAM INDUSTRIES INC., a Tennessee corporation.

WITNESSETH, that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying them into effect as follows:

FIRST: Ingram Industries Inc. hereby merges into itself IN MINN Inc., and said IN MINN Inc. shall be and hereby is merged into Ingram Industries Inc., which shall be the surviving corporation.

SECOND: The Charter of Ingram Industries Inc. shall continue in full force and effect as the Charter of the corporation surviving this merger.

THIRD: Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Plan, shall remain issued and outstanding. Each share of common stock of the merged corporation, which shall be outstanding on the effective date of this Plan, shall be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

The directors and officers of the surviving corporation on the effective date of this merger shall continue to be the directors and officers of the surviving corporation.

Upon the merger becoming effective, the separate existence of IN MINN Inc. shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of IN MINN Inc. shall be transferred to, vested in and devolve upon Ingram Industries Inc. without further act or deed, and all property, rights and every other interest of the constituent corporations shall be as effectively the property of Ingram Industries Inc. as they were of IN MINN Inc. and Ingram Industries Inc., respectively. IN MINN Inc. hereby agrees, from time to time, as

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and when requested by Ingram Industries Inc. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Ingram Industries Inc. may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of IN MINN Inc. acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the constituent corporations are fully authorized in the name of IN MINN Inc. or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of IN MINN Inc. shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FIFTH: This Plan of Merger shall become effective the latter of December 31, 2016 at 11:59 p.m. or upon the acceptance for filing of the Articles of Merger with the Tennessee Secretary of State.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized on this _____ day of December, 2016.

IN MINN INC.

By: _____
Eleanor G. McDonald, Secretary

INGRAM INDUSTRIES INC.

By: _____
Eleanor G. McDonald, Secretary

005967-0518 RECEIVED BY TENNESSEE SECRETARY OF STATE THE HERBERT

Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"IN MINN INC.", A DELAWARE CORPORATION,
WITH AND INTO "INGRAM INDUSTRIES INC." UNDER THE NAME OF "INGRAM INDUSTRIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2016, AT 4:59 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016 AT 11:59 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6249716 8100M
SR# 20167083937

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

Authentication: 203524312
Date: 12-15-16

TRADEMARK
REEL: 005967 FRAME: 0519

**CERTIFICATE OF MERGER
OF
IN MINN INC.
INTO
INGRAM INDUSTRIES INC.**

Pursuant to the Delaware General Corporation Law, the undersigned corporation, INGRAM INDUSTRIES INC.,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
IN MINN Inc.	Delaware
Ingram Industries Inc.	Tennessee

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Ingram Industries Inc., a Tennessee corporation.

FOURTH: That the Charter of Ingram Industries Inc., a Tennessee corporation, which is the survivor of the merger, shall continue in full force and effect as the Charter of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 4400 Harding Road, Nashville, Tennessee 37205.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.


SEVENTH: That Ingram Industries Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal

proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 4400 Harding Road, Nashville, Tennessee 37205, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective upon the latter of December 31, 2016 at 11:59 p.m. or acceptance for filing with the Delaware Secretary of State.

DATED: December 13, 2016.

INGRAM INDUSTRIES INC.

By: 
Eleanor G. McDonald, Secretary