

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM444946

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/21/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LIVETEXT, INC.		09/21/2017	Corporation: ILLINOIS
RECEIVING PARTY DATA			
Name:	LIVETEXT, LLC		
Street Address:	1 W. Harris Avenue, 2nd Floor		
City:	La Grange		
State/Country:	ILLINOIS		
Postal Code:	60525		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3930420	LIVETEXT	
Registration Number:	3930421	LIVETEXT	
Registration Number:	3985378		
Registration Number:	4949723	LIVETEXT	
Serial Number:	86924818	VIA	
Serial Number:	86931402	PORTRAIT	
CORRESPONDENCE DATA			
Fax Number:	2127158100		
<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:	212-715-9100		
Email:	kltrademark@kramerlevin.com		
Correspondent Name:	Kramer Levin Naftalis & Frankel LLP		
Address Line 1:	1177 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
NAME OF SUBMITTER:	Erica Klein		
SIGNATURE:	/Erica Klein/		
DATE SIGNED:	09/28/2017		

CH \$165.00 3930420

Total Attachments: 11

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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:

"LIVETEXT, INC.", AN ILLINOIS CORPORATION,
WITH AND INTO "LIVETEXT, LLC" UNDER THE NAME OF "LIVETEXT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017, AT 4:31 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6548400 8100M
SR# 20176280404

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

Authentication: 203269896
Date: 09-21-17

TRADEMARK
REEL: 006164 FRAME: 0182

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
LIVETEXT, INC.
WITH AND INTO
LIVETEXT, LLC

September 21, 2017

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

First: The name and jurisdiction of each of the constituent entities are as follows:

- (a) LiveText, LLC, a Delaware limited liability company; and
- (b) LiveText, Inc., an Illinois corporation.

Second: The Agreement and Plan of Merger has been approved and executed by each of the constituent entities.


Third: The name of the surviving limited liability company is LiveText, LLC (the "Surviving Company").

Fourth: The merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

Fifth: The executed Agreement and Plan of Merger is on file at 1 W. Harris Avenue, 2nd Floor, La Grange, IL 60525, the principal place of business of the Surviving Company.

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request, without cost, to any member or any stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person on the date first written above.

By: 
Name: Christopher Kalmus
Title: President

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REEL: 006164 FRAME: 0184



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 21, 2017

5996-350-3

C T CORPORATION SYSTEM
118 W EDWARDS ST STE 200
SPRINGFIELD IL 62704

RE LIVETEXT, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)
ARTICLES OF MERGER
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES
 Business Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

FILED

SEP 21 2017

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

The filing fee is \$100, but if merger involves more than two corporations, submit \$50 for each additional corporation.

File # 5996-350-3 Filing Fee: \$ 100.00 Approved Jt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>LiveText, Inc.</u>	<u>Illinois</u>	<u>59963503</u>
<u>LiveText, LLC</u>	<u>Delaware</u>	<u>NR</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: LiveText, LLC

b. Corporation or Limited Liability Company shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:
 See Attached.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
LiveText, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated September 21, 2017 LiveText, Inc.
Month & Day Year Exact Name of Corporation
CE Kalmus
Any Authorized Officer's Signature
Christopher Kalmus, President
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated September 21, 2017 LiveText, LLC
Month & Day Year Exact Name of Limited Liability Company
CE Kalmus
Signature
Christopher Kalmus, President
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

PLAN OF MERGER

THIS PLAN OF MERGER dated September 21, 2017 (the "Plan of Merger"), is entered into by and between LiveText, Inc., an Illinois corporation ("Merging Company"), and LiveText, LLC, a Delaware limited liability company ("Surviving Company").

BACKGROUND

WHEREAS, Merging Company and Surviving Company are both wholly-owned subsidiaries of Via Holdings, Inc., an Illinois corporation;

WHEREAS, Merging Company wishes to merge with and into Surviving Company, consequent to which all properties, assets, liabilities and obligations of Merging Company, shall stand transmitted to Surviving Company;

WHEREAS, Surviving Company desires to accept the merger of Merging Company with and into Surviving Company, consequent to which Surviving Company shall acquire the properties and other assets, and assume all of the liabilities and obligations, of Merging Company, and each then outstanding share of capital stock of Merging Company shall automatically be canceled and terminated; and

WHEREAS, the board of directors and shareholders of Merging Company and the sole member of Surviving Company believe it is in the best interests of Merging Company and Surviving Company to consummate the merger of Merging Company with and into Surviving Company under and pursuant to the provisions of this Plan of Merger and the Illinois Business Corporation Act and the Delaware Limited Liability Company Act (collectively, the "Acts").

TERMS

In consideration of the mutual agreements contained in this Plan of Merger, the parties agree on the terms as set forth below.

1. Merger. Subject to the requisite approval of the board of directors and shareholders of Merging Company and the sole member of Surviving Company, Merging Company shall be merged with and into Surviving Company (the "Merger").

2. Effective Time. The Merger shall become effective immediately upon the filing of the articles of merger with the Secretary of State of the State of Illinois and the certificate of merger with the Secretary of State of the State of Delaware in accordance with the Acts (the "Effective Time").

3. Surviving Entity. Surviving Company shall be the surviving entity of the Merger (the "Surviving Entity") and shall continue as a limited liability company to be governed by the laws of the State of Delaware. The name of the Surviving Entity in the Merger herein certified shall be "LiveText, LLC". At the Effective Time, the separate legal existence of Merging Company shall cease.

4. Articles of Organization. The Certificate of Formation of Surviving Company as it exists at the Effective Time shall be the Certificate of Formation of Surviving Entity immediately following the Effective Time, unless and until the same shall thereafter be amended or repealed in accordance with the Acts.

5. LLC Agreement. The Limited Liability Company Agreement of Surviving Company, dated as of September 21, 2017 (the "LLC Agreement") shall be the LLC Agreement of the

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Surviving Entity immediately following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions of such LLC Agreement and the Delaware Limited Liability Company Act.

7. Survival of Surviving Company Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding membership interest of Surviving Company shall remain unchanged and continue to remain outstanding as a membership interest of such class or series of membership interests of the Surviving Entity, held by the person who was the holder of such membership interests immediately prior to the Merger.

8. Cancellation of Merging Company Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of Merging Company shall automatically be canceled and terminated and no equity interests in the Surviving Entity, cash or other consideration whatsoever shall be paid or delivered in exchange therefore.

9. Transfer, Conveyance and Assumption. At the Effective Time, Surviving Company shall continue in existence as the Surviving Entity, and without further transfer, succeed to and possess all of the rights, privileges and powers of Merging Company, and all of the assets and property of whatever kind and character of Merging Company shall vest in Surviving Entity without further act or deed; thereafter, Surviving Company, as the Surviving Entity, shall be liable for all of the liabilities and obligations of Merging Company, and any claim or judgment against Merging Company may be enforced against Surviving Company, as the Surviving Entity.

10. Amendment. The parties to this Plan of Merger may amend this Plan of Merger at any time prior to the Effective Time; provided that an amendment made subsequent to the approval of this Plan of Merger by the members or shareholders of either party to this Plan of Merger shall not change any terms or conditions of this Plan of Merger if such change would have a materially adverse effect on the members or shareholders of either party to this Plan of Merger.

11. Registered Office. The name and address of the registered agent of the Company for service of process in the State of Delaware is c/o Capital Services, Inc., 1675 South State Street, Suite B, Dover, Kent County, Delaware 19901 (the "Registered Agent").

12. Inspection of Plan of Merger. Executed copies of this Plan of Merger will be on file at the principal place of business of Surviving Entity 1 W. Harris Avenue, 2nd Floor, La Grange, IL 60525. A copy of this Plan of Merger shall be furnished by Surviving Entity, on request and without cost, to any member of either Merging Company or Surviving Company.

13. Termination. This Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Time: (a) by mutual written consent of Surviving Company and Merging Company; or (b) by either Surviving Company or Merging Company if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining Surviving Company or Merging Company from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable. If this Plan of Merger is terminated pursuant to the preceding sentence, this Plan of Merger shall become void and of no effect with no liability on the part of either party hereto.

14. Further Assurances. If at any time the Surviving Company shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in Surviving Entity the title to any property or right of Merging Company, or otherwise to carry out the provisions hereof, the proper representatives of Merging Company as of immediately

prior to the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in Surviving Entity, and otherwise to carry out the provisions hereof.

15. Governing Law. This Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Illinois without giving effect to any choice or conflict of law provision or rule (whether of the State of Illinois or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Illinois.

16. Service of Process. On and after the Effective Time, Surviving Company agrees that it may be served with process in Illinois in any proceeding for enforcement of any obligation of Merging Company or Surviving Company arising from the Merger. The Registered Agent shall be the agent of the Surviving Company to accept service of process in any such proceeding.

17. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, and all of which together shall be deemed one and the same instrument.

18. Successors and Assigns. The provisions of this Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Plan of Merger without the consent of the other party hereto.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, each of the parties to this Plan of Merger, has caused this Plan of Merger to be executed as of the date first written above.

MERGING COMPANY:

LIVETEXT, INC., an Illinois corporation

By: VIA HOLDINGS, INC., an Illinois corporation, its
sole shareholder

By: 


Name: Christopher E. Kalmus

Title: President

SURVIVING COMPANY:

LIVETEXT, LLC, a Delaware limited liability
company

By: VIA HOLDINGS, INC., an Illinois corporation, its
sole member

By: 

Name: Christopher E. Kalmus

Title: President