

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445384

| | |
|------------------------------|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME |
| EFFECTIVE DATE: | 09/21/2017 |
| SEQUENCE: | 2 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|----------------------|
| Employee Benefit Management Services, Inc. | | 09/21/2017 | Corporation: MONTANA |

NEWLY MERGED ENTITY DATA

| Name | Execution Date | Entity Type |
|--|----------------|-----------------------|
| Employee Benefit Management Services, Inc. | 09/21/2017 | Corporation: DELAWARE |

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

| | |
|------------------------|---|
| Name: | Employee Benefit Management Services, LLC |
| Street Address: | 2075 Overland Ave. |
| City: | Billings |
| State/Country: | MONTANA |
| Postal Code: | 59102 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 4767791 | EBMS |

CORRESPONDENCE DATA

Fax Number:

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: 2122942684
Email: trademarkny@winston.com
Correspondent Name: Becky L. Troutman
Address Line 1: 101 California Street
Address Line 2: Winston & Strawn LLP
Address Line 4: San Francisco, CALIFORNIA 94111-5840

ATTORNEY DOCKET NUMBER: 9511.47

CH \$40.00 4767791

| | |
|---|------------------------------------|
| NAME OF SUBMITTER: | Becky L. Troutman |
| SIGNATURE: | /Becky L. Troutman by trademarkny/ |
| DATE SIGNED: | 10/02/2017 |
| Total Attachments: 8 source=Employee Benefit Management Services, LLC-Certificate of Formation#page1.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page2.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page3.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page4.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page5.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page6.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page7.tif source=Employee Benefit Management Services, LLC-Certificate of Formation#page8.tif | |

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EMPLOYEE BENEFIT MANAGEMENT SERVICES, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017, AT 9:35 O`CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017, AT 4:07 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2017, AT 5:52 O`CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2017, AT 5:52 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "EMPLOYEE BENEFIT MANAGEMENT SERVICES, LLC".




Jeffrey W. Bullock, Secretary of State

6551113 8100H
SR# 20176308174

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

Authentication: 203281180
Date: 09-25-17


TRADEMARK
REEL: 006168 FRAME: 0126

Delaware

The First State

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Jeffrey W. Bullock, Secretary of State

6551113 8100H
SR# 20176308174

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

Authentication: 203281180
Date: 09-25-17

TRADEMARK
REEL: 006168 FRAME: 0127

**CERTIFICATE OF INCORPORATION
OF
EMPLOYEE BENEFIT MANAGEMENT SERVICES, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:35 AM 09/21/2017
FILED 09:35 AM 09/21/2017
SR 20176265246 - File Number 6551113

FIRST: The name of the corporation is: Employee Benefit Management Services, Inc. (the "Corporation")

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted 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 one class of stock, to be designated "Common Stock," with no par value. The total number of shares of Common Stock that the Corporation shall have authority to issue is 100.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the board of directors of the Corporation (the "Board of Directors"). In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws of the Corporation so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders of the Corporation shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The name and mailing address of the incorporator is:

Sean P. Fogarty
Arnall Golden Gregory LLP
171 17th Street, NW, Suite 2100
Atlanta, Georgia 30363

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

NINTH: The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, or personal and legal representatives; provided, however, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal and legal representatives) in connection with a proceeding initiated by such person unless such proceeding was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article NINTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition. The Corporation may, to the extent authorized by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to the rights conferred in this article to the directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article NINTH shall not be exclusive of any other right that any person may have or hereafter acquire under this Certificate of Incorporation, the Bylaws of the Corporation or any law, agreement or vote of the stockholders or the disinterested directors or otherwise.

[Signature on following page]

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does 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 21st day of September, 2017.

/s/ Sean P. Fogarty
Sean P. Fogarty, Incorporator

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Employee Benefit Management Services, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Employee Benefit Management Services, Inc., a Montana corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Employee Benefit Management Services, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

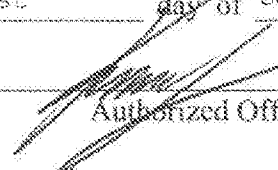
FIFTH: The authorized stock and par value of the non-Delaware corporation is 50,000, no par value.

SIXTH: The merger is to become effective on September 21, 2017.

SEVENTH: The Agreement of Merger is on file at 2075 Overland Avenue Billings, MT 59106, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 21st day of September, A.D., 2017.

By: 
Authorized Officer

Name: Kevin Larson
Print or Type

Title: President

CERTIFICATE OF FORMATION

OF

EMPLOYEE BENEFIT MANAGEMENT SERVICES, LLC

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Company") is Employee Benefit Management Services, LLC.

SECOND: The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Employee Benefit Management Services, LLC, this 22nd day of September, 2017.

/s/ Sean P. Fogarty
Sean P. Fogarty, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is September 21, 2017.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
Employee Benefit Management Services, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Employee Benefit Management Services, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
22nd day of September, A.D. 2017.

By: /s/ Kevin Larson
Authorized Person

Name: Kevin Larson
Print or Type