

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM448199

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Educational Services of America		03/01/2016	Corporation:
RECEIVING PARTY DATA			
Name:	ChanceLight		
Street Address:	1321 Murfreesboro Pike		
Internal Address:	Suite 702		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37217		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4193152	SPECTRUM CENTER SCHOOLS AND PROGRAMS	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	edl@iplawgroup.com		
Correspondent Name:	Edward D. Lanquist, Jr.		
Address Line 1:	1600 Division Street		
Address Line 2:	Suite 500		
Address Line 4:	Nashville, TENNESSEE 37203		
NAME OF SUBMITTER:	Edward D. Lanquist, Jr.		
SIGNATURE:	/Edward D. Lanquist, Jr. /		
DATE SIGNED:	10/23/2017		
Total Attachments: 12			
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B0205-9267 03/17/2016 12:14 PM Received by Tennessee Secretary of State Tre Hargett

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY FOR-PROFIT CORPORATION (ss-4435)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL.
Nashville, TN 37243-1102
(615) 741-2286
Filing Fee: \$20.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is: Educational Services of America, Inc. (Qualified Under Assumed Name) - Entity #401944
If different, the name under which the certificate of authority is to be obtained is: ChanceLight, Inc.

2. The state or country under whose law it is incorporated is: DE

3. The date of its incorporation is 07 / 15 / 1999 and the period of duration, if other than perpetual, is / /
Month Day Year Month Day Year

4a. The complete street address of its principal office is: [] Change
Physical Street Address: 1321 Murfreesboro Pike, Suite 702
City: Nashville State: TN Zip Code: 37217

4b. The mailing address (if different from the physical street address) is:
Mailing Street Address:
City: State: Zip Code:

5. The name and complete address of the registered agent and office located in the state of Tennessee is: [] Change
Registered Agent name: Corporation Service Company
Address: 2908 Poston Avenue
City: Nashville State: TN Zip Code: 37203 County:

6. List the names and complete business addresses of each of its current officers: (Attach separate sheet if necessary.)
Name: Mark Claypool
Business Address: 1321 Murfreesboro Pike, Suite 702
City: Nashville State: TN Zip Code: 37217
Name: Donald B. Whitfield
Business Address: 1321 Murfreesboro Pike, Suite 702
City: Nashville State: TN Zip Code: 37217

7. List the names and complete business addresses of its current board of directors: (Attach separate sheet if necessary.)
Name: Mark Claypool, President
Business Address: 1321 Murfreesboro Pike, Suite 702
City: Nashville State: TN Zip Code: 37217
Name: Donald B. Whitfield, Secretary
Business Address: 1321 Murfreesboro Pike, Suite 702
City: Nashville State: TN Zip Code: 37217

8. If applicable, this corporation has the additional designation of:

9. The corporation is for profit. Yes

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:
(Not to exceed 90 calendar days) Effective Date: / / Time:
Month Day Year

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

3-1-16
Signature Date

Donald B. Whitfield
Signature

Secretary
Signer's Capacity

Donald B. Whitfield
Name (printed or typed)

*Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANCELIGHT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2016.



3057280 8300

SR# 20151565658

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock Secretary of State" is printed.

Authentication: 201666608

Date: 01-13-16

TRADEMARK
REEL: 006187 FRAME: 0941

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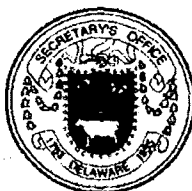
Delaware

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 AMENDMENT OF "EDUCATIONAL SERVICES OF AMERICA, INC.", CHANGING ITS NAME FROM "EDUCATIONAL SERVICES OF AMERICA, INC." TO "CHANCELIGHT, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2015, AT 11:10 O`CLOCK A.M.

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



3057280 8100
SR# 20150054525

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

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10062144
Date: 09-15-15

TRADEMARK
REEL: 006187 FRAME: 0942

B02005-9269 03/17/2016 12:14 PM Received by Tennessee Secretary of State Tre Hargett

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:10 AM 09/09/2015
FILED 11:10 AM 09/09/2015
SR 20150054525 - File Number 3057280

**CERTIFICATE OF AMENDMENT NO. 1
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EDUCATIONAL SERVICES OF AMERICA, INC.**

Educational Services of America, Inc. (the "Corporation"), a business corporation organized pursuant to the Delaware General Corporation Law, does hereby certify as follows:

1. The name of the Corporation is Educational Services of America, Inc. Its Amended and Restated Certificate of Incorporation was filed on October 8, 2004.
2. This Certificate of Amendment No. 1 to Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Sections 141(f), 228 and 242 of the Delaware General Corporation Law.
3. The Certificate of Incorporation is hereby amended by deleting the present ARTICLE I of said Amended and Restated Certificate of Incorporation, and adding in substitution therefor the following new ARTICLE I:

ARTICLE I

The name of the corporation is ChanceLight, Inc. (the "*Corporation*").

(Signature Page Follows)

(Signature Page to Certificate of Amendment No. 1 to the Certificate of Incorporation of Educational Services of America, Inc.)

IN WITNESS WHEREOF, this Certificate of Amendment No. 1 to Amended and Restated Certificate of Incorporation has been subscribed this 2nd day of September, 2015, by the undersigned who affirms under penalties of perjury that the statements made herein are true.

EDUCATIONAL SERVICES OF AMERICA,
INC.

By: Small BWhigfield
Title: EXP/LFO

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EDUCATIONAL SERVICES OF AMERICA, INC.

**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS (the "First Amendment"), dated as of September 2, 2015, is by Educational Services of America, Inc. ("Company").

Omnibus Amendment to Bylaws:

All references to the Company's name as "Educational Services of America, Inc." shall be replaced with the name "ChanceLight, Inc."

No Other Changes:

The balance of the Bylaws is unaffected by this First Amendment.

Approval:

This First Amendment was approved and adopted by the Company's board of directors by written consent actions, dated as of September 1, 2015.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment as of the day and year first written above.

**EDUCATIONAL SERVICES OF AMERICA,
INC.**

By: Amel BW Hargrett
Title: EVP / CFO

**WRITTEN CONSENT OF THE
DIRECTORS OF
EDUCATIONAL SERVICES OF AMERICA, INC.
TO ACTION TAKEN WITHOUT MEETING**

August 25, 2015

The undersigned, being all of the members of the board of directors (the "Board") of Educational Services of America, Inc., a Delaware corporation (the "Company"), acting by written consent as permitted by Section 141(f) of the Delaware General Corporation Law, as amended (the "Act"), do hereby take the following actions and adopt the following resolutions in lieu of a meeting:

WHEREAS, the Board believes it to be in the best interests of the Company to change the name of the Company from Educational Services of America, Inc. to ChanceLight, Inc.; and

WHEREAS, in connection with the name change, the Board has reviewed the form of certificate of amendment to the Company's Amended and Restated Certificate of Incorporation, attached hereto as Exhibit A (the "Certificate of Amendment").

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the change in the Company's name from Educational Services of America, Inc. to ChanceLight, Inc.;

FURTHER RESOLVED, that the Board hereby approves the Certificate of Amendment;

FURTHER RESOLVED, that in connection with the name change and the Certificate of Amendment, the Board hereby approves the form of amendment to the Company's bylaws, attached hereto as Exhibit B;

FURTHER RESOLVED, that either Mark Claypool, as President of the Company, or Donald B. Whitfield as Executive Vice President, Chief Financial Officer and Secretary of the Company (each, an "Authorized Officer"), on behalf of the Company, be, and the same hereby authorized and empowered to take all such further action and to execute, deliver and file the Certificate of Amendment, the amendment to the bylaws, and all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that any and all actions taken by the Authorized Officer prior to or after the date hereof that are consistent with the foregoing resolutions be, and hereby are, ratified, authorized, adopted, confirmed, and approved in all respects and for all purposes; and

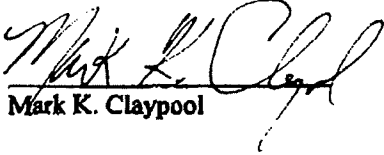
BE IT FURTHER RESOLVED that this written consent may be executed in two or more counterparts by means of original, facsimile, or portable document format (PDF) signatures, and will be effective on a counterpart signature page as signed by each director.

The Secretary of the Company is hereby directed to place this Written Consent in appropriate order in the Minute Book of the Company.

[Signature page follows]

[Signature page to Written Consent of Board]

Executed as of the date first written above.


Mark K. Claypool


Timothy F. Nicholson

Jay Bloom

Michael Maselli

Wesley Barton

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[Signature page to Written Consent of Board]

Executed as of the date first written above.

Mark K. Claypool

Timothy F. Nicholson



Michael Mascilli

Jay Bloom

Wesley Barton

122232 1 05/26/2016

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[Signature page to Written Consent of Board]

Executed as of the date first written above.

Mark K. Claypool

Timothy F. Nicholson

Michael Maselli



Jay Bloom

Wesley Barton

[Signature page to Written Consent of Board]

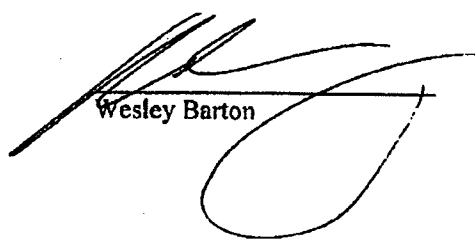
Executed as of the date first written above.

Mark K. Claypool

Timothy F. Nicholson

Michael Maselli

Jay Bloom



Wesley Barton