

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452590

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/30/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Emcon Associates, Inc.		11/30/2017	Corporation: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Quality Solutions, Inc.		
Street Address:	128 N 1st Street		
City:	Colwich		
State/Country:	KANSAS		
Postal Code:	67030		
Entity Type:	Corporation: KANSAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77963218	EMCON	
Serial Number:	77968443	E	
CORRESPONDENCE DATA			
Fax Number:	2033255001		
<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:	2033553821		
Email:	pthompson@fdh.com		
Correspondent Name:	Patricia Thompson		
Address Line 1:	Six Landmark Square		
Address Line 2:	Floor 6		
Address Line 4:	Stamford, CONNECTICUT 06901		
NAME OF SUBMITTER:	Patricia Thompson		
SIGNATURE:	/s/Patricia Thompson		
DATE SIGNED:	11/30/2017		
Total Attachments: 7			
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KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

November 20, 2017

DENISE ROOKSTOOL
THE CORPORATION COMPANY, INC.

RE: QUALITY SOLUTIONS, INC.

ID #: 247-959-0

To the Corporation

A certified copy of a merger that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service.. Your identification number is at the top of this letter.

mm

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2479590(S)

EXECUTION VERSION

53-67

CERTIFICATE OF OWNERSHIP AND MERGER

OF

EMCON ASSOCIATES, INC.


(a New Jersey corporation)

INTO

QUALITY SOLUTIONS, INC.

(a Kansas corporation)

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It is hereby certified that:

1. Quality Solutions, Inc., sometimes hereinafter referred to as the "Parent" is a business corporation of the State of Kansas.
2. The Parent is the owner of all of the outstanding shares of common stock of Emcon Associates, Inc., which is a business corporation of the State of New Jersey.
3. The laws of the jurisdiction of organization of Emcon Associates, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Parent hereby merges Emcon Associates, Inc. into the Parent, effective as of November 30, 2017.
5. The following is a copy of certain of the resolutions adopted on November 20, 2017, by the Board of Directors of the Parent to merge Emcon Associates, Inc. into the Parent:

WHEREAS, it is proposed that the Parent and Emcon Associates, Inc., a New Jersey corporation ("Emcon"), enter into an Agreement and Plan of Merger (including any exhibits and schedules thereto and as the same as may be amended or supplemented from time to time, the "Merger Agreement"), substantially in the form provided to the Board;

WHEREAS, the Merger Agreement provides for, among other things, the merger (the "Merger"; and the effective time of such transaction, the "Effective Time") of Emcon with and into the Parent, with the Parent being the surviving company in the Merger; and

{3287178; 4; 60657-303}



WHEREAS, the Board finds that the Merger and the other transactions contemplated by the Merger Agreement are fair, in the best interests of, and advisable for the Parent and its sole shareholder, and that the Merger and the other transactions contemplated by the Merger Agreement are consistent with and in furtherance of the business strategy of the Parent.

NOW THEREFORE BE IT:

1. Merger

RESOLVED, that the Board has determined that the Merger and the Merger Agreement, substantially in the form substantially provided to the Board, and with changes approved by the proper officers of the Parent, are fair, in the best interests of and advisable for the Parent and its sole shareholder, and that the Merger and the other transactions contemplated by the Merger Agreement are consistent with and in furtherance of the business strategy of the Parent, and the Board hereby approves and adopts the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement (including, without limitation, the execution and delivery of the other agreements described therein); and be it further

RESOLVED, that each of the proper officers of the Parent be, and they hereby are, authorized and directed to submit the Merger Agreement to the Parent's sole shareholder for approval and adoption and the Board hereby recommends that the Parent's sole shareholder approve and adopt the Merger Agreement, and the transactions contemplated thereby; and be it further

RESOLVED, that the form, terms and provisions of the certificates of merger (the "Certificates of Merger"), to be filed with the Secretary of State of each of the State of Kansas and New Jersey be, and hereby are, ratified, adopted and confirmed in all respects; and be it further

RESOLVED, that the effective date of the Certificates of Merger shall be November 30, 2017, and that, insofar as the Kansas General Corporation Code shall govern the same, said date shall be the effective date of Merger; and be it further

RESOLVED, that each of the proper officers of the Parent be, and they hereby are, authorized, directed and empowered to execute, deliver and cause to be performed the Merger Agreement and Certificates of Merger on behalf of the Parent, in such form as the executing officers may approve, with such changes from the form as such officers shall approve, the execution to be conclusive evidence of such approval, each in such counterparts as the executing officers deem appropriate, and to deliver such counterparts as the executing officers deem appropriate to the other parties thereto against delivery to the Parent, of one or more counterparts executed by the other parties thereto.

{3287178; 4; 60657-003}

The undersigned declares, on behalf of the Parent and not in his individual capacity, that the foregoing is true and correct.

Executed on November 20, 2017.

QUALITY SOLUTIONS, INC.

By: 

Name: Scott C. Harrison

Title: Vice President and Secretary



I hereby certify this to be a true and correct copy of the original on file.

Certified on this date: November 20, 2017

KRIS W. KOBACH
Secretary of State



[Signature Page to KS Certificate of Ownership and Merger]

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
CERTIFICATE OF AUTHORITY

QUALITY SOLUTIONS, INC.
0101046430

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named Foreign Profit Corporation organized under the laws of Kansas, has complied with all the requirements of Title 14A of the New Jersey Statutes, and that the business or activity of said Foreign Profit Corporation to be carried on within the State of New Jersey is such as may be lawfully carried on by Foreign Profit Corporation filed under the laws of this State for similar business or activity. The Certificate of Authority was duly filed November 6th, 2017.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this at Trenton, this 6th day of November, 2017

*Ford M Scudder
State Treasurer*

Certificate Number: 140039649

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

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FILED
 NOV 06 2017
 STATE TREASURER

C-113 Rev. 12/93

**New Jersey State
 Division of Commercial Recording
 Application for Certificate of Authority
 (For Use by Foreign Profit and Nonprofit Corporations)**

0101046430

Check Appropriate Statute:

N.J.S.A. 14A:13-4 et seq. New Jersey Profit Corporation Act (File in Duplicate)

N.J.S.A. 15A:13-4 et seq. New Jersey Nonprofit Corporation Act (File in Triplicate)

Pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes, the undersigned corporation hereby applies for the Authority to conduct business/activities in New Jersey and for that purpose certifies to the following:

1. Name of Corporation: Quality Solutions, Inc.
2. Incorporated under the laws of: Kansas
3. Date of Foreign Incorporation: May 2, 1997
4. The address of its main office or headquarters is: (Street and postal designation):
 128 N 1st Street
 (City) Colwich (State) Kansas (Zip) 67030

5. The name and address of its Registered agent in New Jersey is:

Agent's Name: The Corporation Trust Company

(Street and postal designation) 820 Bear Tavern Road

(City) West Trenton (State) New Jersey (Zip) 08628

Said Registered Agent is an agent of the corporation upon whom process against the corporation may be served.

6. The period of its duration is: Perpetual

7. The business/activities which the corporation is authorized to conduct in New Jersey, and which it is also authorized to conduct in its home jurisdiction are:

Facilities, maintenance, project management and construction services and businesses incidental or related thereto

NOTE: Attach a Good Standing Certificate from the home state dated no more than 30 days prior to filing in New Jersey.

Signature:

Scott Harrison

Title: Vice President

Date: November 3, 2017

(Must be Chairperson of the Board, President, or Vice President)

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**STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
KRIS W. KOBACH**

I, KRIS W. KOBACH, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 2479590

Entity Name: QUALITY SOLUTIONS, INC.

Entity Type: DOM: FOR PROFIT CORPORATION

State of Organization: KS

Resident Agent: QUALITY SOLUTIONS, INC.

Registered Office: 128 N 1st Street, COLWICH, KS 67030

was filed in this office on May 02, 1997, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of November 03, 2017

**KRIS W. KOBACH
SECRETARY OF STATE**

Certificate ID: 991986 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.