

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455084

| | | | |
|---|------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 02/15/2001 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Paycor, Inc. | | 02/16/2001 | Corporation: KENTUCKY |
| RECEIVING PARTY DATA | | | |
| Name: | Paycor, Inc. | | |
| Street Address: | 644 Linn Street | | |
| Internal Address: | Suite 200 | | |
| City: | Cincinnati | | |
| State/Country: | OHIO | | |
| Postal Code: | 45203 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2124315 | PAYCOR | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 5132416234 | | |
| <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: | 5132412324 | | |
| Email: | usptodock@whe-law.com | | |
| Correspondent Name: | Sarah Otte Graber | | |
| Address Line 1: | 441 Vine Street | | |
| Address Line 2: | 2700 Carew Tower | | |
| Address Line 4: | Cincinnati, OHIO 45202 | | |
| ATTORNEY DOCKET NUMBER: | PAYC-18 | | |
| NAME OF SUBMITTER: | Sarah Otte Graber | | |
| SIGNATURE: | /Sarah O. Graber/ | | |
| DATE SIGNED: | 12/19/2017 | | |
| Total Attachments: 7 | | | |
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ARTICLES OF MERGER
OF
PAYCOR, INC., a Kentucky corporation
AND
PAYCOR, INC., a Delaware corporation

0271496.09

John Y. Brown III
 Secretary of State
 Received and Filed
 02/20/2001 11:33 AM
 Fee Receipt: \$50.00
 Filenumber - MERG

To the Secretary of State
 Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger merging Paycor, Inc., a Kentucky corporation ("Paycor-Kentucky") with and into Paycor, Inc., a Delaware corporation ("Paycor-Delaware"), as approved by a resolution adopted by the unanimous written consent of the Board of Directors of Paycor-Kentucky as of February 15, 2001 and by a resolution adopted by the unanimous written consent of the Board of Directors of Paycor-Delaware as of February 15, 2001.

2. The approval of the Plan and Agreement of Merger by the shareholders of Paycor-Delaware is not required by reason of Section 251(f) of the Delaware General Corporation Law.

3. The designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group of Paycor-Kentucky entitled to vote on the Plan and Agreement of Merger, and the number of votes of each such voting group cast by an action without a meeting of Paycor-Kentucky's shareholders are as follows:

| <u>Designation of Voting Group</u> | <u>Number of Outstanding Shares</u> | <u>Number of Votes Entitled to be Cast</u> | <u>Number of Votes Cast by Action Without a Meeting</u> |
|------------------------------------|-------------------------------------|--|---|
| Common Stockholders | 1,736,560 | 1,736,560 | 1,736,560 |
| Class A Preferred Stockholders | 367,186 | 367,186 | 367,186 |

4. The total number of votes cast for and against the Plan and Agreement of Merger by each voting group of Paycor entitled to vote on the said merger are as follows:

| <u>Designation of Voting Group</u> | <u>Number of Votes Cast for the Plan of Merger</u> | <u>Number of Votes Cast Against the Plan of Merger</u> |
|------------------------------------|--|--|
| Common Stockholders | 1,736,560 | -0- |
| Class A Preferred Stockholders | 367,186 | -0- |

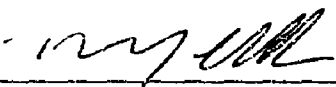
The total number of votes cast for the Plan and Agreement of Merger are sufficient for the approval thereof by the holders of common stock of Paycor-Kentucky and the holders of Class A Preferred Stock by Paycor-Kentucky.

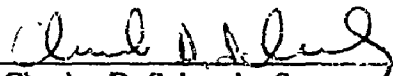
6. The merger of Paycor-Kentucky with and into Paycor-Delaware is permitted by the laws of the State of Delaware, the jurisdiction of organization of Paycor-Delaware, and has been authorized in compliance with said laws.

7. In the Commonwealth of Kentucky, the merger of Paycor-Kentucky with and into Paycor-Delaware as provided herein shall be effective upon the filing of these Articles of Merger.

Executed as of February 16, 2001.

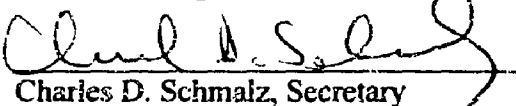
Paycor, Inc., a Kentucky corporation

By: 
Robert J. Coughlin, President

By: 
Charles D. Schmalz, Secretary

Paycor, Inc., a Delaware corporation

By: 
Robert J. Coughlin, President

By: 
Charles D. Schmalz, Secretary

PLAN AND AGREEMENT OF MERGER

This is a Plan and Agreement of Merger ("Agreement") between Paycor, Inc., a Delaware corporation ("Paycor - Delaware"), and Paycor, Inc., a Kentucky corporation ("Paycor - Kentucky").

ARTICLE I. PLAN OF MERGER

1.01. Adoption of Plan. A plan of merger of Paycor - Delaware and Paycor - Kentucky, pursuant to the provisions of Title 8 of the Delaware Code, Subtitle 11 of Chapter 271B of the Kentucky Business Corporation Act and Section 368(a)(1)(F) of the Internal Revenue Code, is adopted as follows:

(a) Paycor - Kentucky shall be merged with and into Paycor - Delaware, to be incorporated under and governed by the laws of the State of Delaware.

(b) The name of the surviving corporation shall be Paycor, Inc.

(c) When this Agreement shall become effective, the separate corporate existence of Paycor - Kentucky shall cease, and Paycor - Delaware shall succeed, without other transfer, to all the rights and property of Paycor - Kentucky and shall be subject to all the debts and liabilities of Paycor - Kentucky in the same manner as if Paycor - Delaware had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) Paycor - Delaware will carry on business with the assets of Paycor - Kentucky, as well as with its own assets.

(e) The shareholders of Paycor - Kentucky will surrender all of their shares in the manner set forth below.

(f) The shareholders of Paycor - Kentucky will receive: (i) one (1) share of the common stock of Paycor - Delaware in exchange for every share of common stock of Paycor - Kentucky surrendered; and (ii) one (1) share of the Class A Convertible Preferred Stock of Paycor-Delaware in exchange for every share of the Class A Convertible Preferred Stock of Paycor-Kentucky surrendered.

(g) Prior to the Effective Date of this merger, there are no outstanding shares of capital stock of Paycor - Delaware.

1.02. Effective Date. The effective date of the merger ("Effective Date") shall be the date when this Agreement is filed with the Secretary of State of Delaware pursuant to Delaware General Corporation Law (the "GCL") and the Secretary of State of the Commonwealth of Kentucky pursuant to the Kentucky Business Corporation Act.

ARTICLE 2. REPRESENTATIONS AND WARRANTIES

2.01. Representations and Warranties of Paycor - Kentucky. As a material inducement to Paycor - Delaware to execute this Agreement and perform its obligations under this Agreement, Paycor - Kentucky represents and warrants to Paycor - Delaware as follows:

(a) Paycor - Kentucky is a corporation duly organized, validly incorporated, and in good standing under the laws of the Commonwealth of Kentucky; with corporate power and authority to own property and carry on its business as it is now being conducted. Paycor - Kentucky is in good standing in all jurisdictions in which its principal properties are located and business is transacted.

(b) The Articles of Incorporation of Paycor - Kentucky authorize it to issue up to three million (3,000,000) shares of capital stock, two million five hundred thousand (2,500,000) of which are common shares without par value and five hundred thousand (500,000) of which are preferred shares with a par value of \$1.00 per share. Three hundred sixty-seven thousand, one hundred eighty-six (367,186) of the preferred shares have been designated as Class A Convertible Preferred Stock. One million seven hundred thirty-six thousand, five hundred sixty (1,736,560) shares of common stock and three hundred sixty-seven thousand, one hundred eighty-six (367,186) shares of Class A Convertible Preferred Stock are validly issued and outstanding, fully paid, and nonassessable on the date of this Agreement.

(c) All required federal, state and local tax returns of Paycor - Kentucky have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with regard to the periods covered by the returns have been paid. Paycor - Kentucky has not been delinquent in the payment of any tax or assessment.

2.02. Representations and Warranties of Paycor - Delaware. As a material inducement to Paycor - Kentucky to execute this Agreement and perform its obligations under this Agreement, Paycor - Delaware represents and warrants to Paycor - Kentucky as follows:

(a) Paycor - Delaware is a corporation duly organized, validly incorporated, and in good standing under the laws of the State of Delaware, with corporate power and authority to own property and carry on its business as it is now being conducted. Paycor - Delaware is in good standing in all jurisdictions in which its principal properties are located and business is transacted.

(b) Paycor - Delaware has no shares of capital stock issued or outstanding on the date of this Agreement.

ARTICLE 3. APPROVAL AND ADOPTION OF AGREEMENT

This Agreement has been adopted, approved and authorized by Paycor - Kentucky and Paycor - Delaware in compliance with the laws of the Commonwealth of Kentucky and the State of Delaware.

ARTICLE 4. MANNER OF CONVERTING SHARES

The holders of shares of Paycor - Kentucky shall surrender their shares to the Secretary of Paycor - Delaware promptly after the Effective Date. In exchange for surrendering such shares, the shareholders of Paycor - Kentucky shall receive: (i) one (1) share of Paycor-Delaware common stock for every share of Paycor - Kentucky common stock surrendered; and (ii) one (1) share of Paycor - Delaware Class A Convertible Preferred Stock for every share of Paycor - Kentucky Class A Convertible Preferred Stock surrendered. Until surrendered as contemplated above, certificates representing shares of Paycor - Kentucky shall represent shares of like designation in Paycor - Delaware.

ARTICLE 5. DIRECTORS AND OFFICERS

5.01 Directors and Officers of Paycor - Delaware.

(a) The present Board of Directors of Paycor - Kentucky shall serve as the Board of Directors of Paycor - Delaware until the next annual meeting or until their successors have been elected and qualified. The stockholders or Board of Directors of Paycor - Delaware may appoint additional directors as they deem necessary in accordance with the Bylaws of Paycor-Delaware.

(b) All persons who as of the Effective Date of the merger shall be officers of Paycor - Kentucky shall become officers of Paycor - Delaware until the Board of Directors of Paycor - Delaware shall determine otherwise. The Board of Directors of Paycor - Delaware may elect or appoint additional officers as it deems necessary.

ARTICLE 6. CERTIFICATE AND BYLAWS

6.01 Articles of Paycor - Delaware. The Certificate of Incorporation of Paycor - Delaware, existing on the Effective Date of the merger, shall continue in full force as the Certificate of Incorporation of Paycor - Delaware until altered, amended, or repealed as provided in the Certificate of Incorporation or as provided by law.

6.02 Bylaws of Paycor - Delaware. The Bylaws of Paycor - Delaware, existing on the Effective Date of the merger, shall continue in full force as the Bylaws of Paycor - Delaware until altered, amended, or repealed as provided in the Bylaws or as provided by law.

ARTICLE 7. MISCELLANEOUS

7.01 Further Assurances. Paycor - Kentucky agrees that it will execute and deliver or cause to be executed and delivered, as and when requested by Paycor - Delaware or by its successors or assigns, all deeds and other instruments as Paycor - Delaware may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to Paycor - Delaware title to and possession of all the property, rights, privileges, powers and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this

Agreement. Paycor - Kentucky further agrees to take or cause to be taken any further or other actions as Paycor - Delaware may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to Paycor - Delaware title to and possession of all the property, rights, privileges, powers and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

7.02 Notices. Any notice or other communication required or permitted under this Agreement shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, addressed as follows:

(a) In the case of Paycor - Delaware, to:

Paycor, Inc.
Attn: Robert J. Coughlin
644 Linn Street, Suite 200
Cincinnati, Ohio 45203

or to such other person or address as Paycor - Delaware may request in writing.

(b) In the case of Paycor - Kentucky, to:

Paycor, Inc.
Attn: Robert J. Coughlin
644 Linn Street, Suite 200
Cincinnati, Ohio 45203

or to such other person or address as Paycor - Kentucky may request in writing.

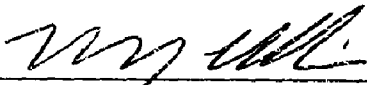
7.03 Entire Agreement. This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with regard to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

7.04 Controlling Law. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Delaware.

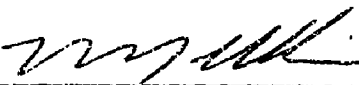
[REMAINDER INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement was executed as of this 16th day of February, 2001.

Paycor, Inc., a Kentucky corporation

By: 
Robert J. Coughlin, President

Paycor, Inc., a Delaware corporation

By: 
Robert J. Coughlin, President

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