

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM469078

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
International Communications Industries Association, Inc.		12/14/2017	Non-Stock Corporation: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AVIXA, Inc.		
<b>Street Address:</b>	11242 Waples Mill Road		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Fairfax		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22030		
<b>Entity Type:</b>	Non-Profit Corporation: VIRGINIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87579311		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2023448300		
<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>			
<b>Phone:</b>	202-344-4755		
<b>Email:</b>	smoslick@venable.com		
<b>Correspondent Name:</b>	Scott M. Oslick		
<b>Address Line 1:</b>	P.O. Box 34385		
<b>Address Line 4:</b>	Washington, D.C. 20043-9998		
<b>ATTORNEY DOCKET NUMBER:</b>	420363		
<b>NAME OF SUBMITTER:</b>	Scott M. Oslick		
<b>SIGNATURE:</b>	/Scott M. Oslick/		
<b>DATE SIGNED:</b>	04/09/2018		
<b>Total Attachments: 6</b>			
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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

January 25, 2018

1801090259

PAVLA OVTCHINNIKOVA  
VENABLE LLP  
600 MASSACHUSETTS AVE NW  
WASHINGTON, DC 20001

**RECEIPT**

RE: AVIXA, Inc.

ID: 0123664 - 5

DCN: 17-12-27-0045

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of restatement for a corporation with this office.

The effective date of the restatement is January 25, 2018.

Note: Prior to the effective date of this filing, the name of the above-referenced corporation was International Communications Industries Association, Inc..

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

AMENACPT  
CISCCJ

P.O. Box 1197, Richmond, VA 23218-1197  
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk)

**TRADEMARK**  
**REEL: 006344 FRAME: 0644**

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 25, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of  
**AVIXA, Inc. (formerly International Communications Industries Association, Inc.)**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF RESTATEMENT**

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective January 25, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner

**ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL COMMUNICATIONS INDUSTRIES ASSOCIATION, INC.**

The undersigned officer of International Communications Industries Association, Inc., a Virginia nonstock corporation (the "Corporation") incorporated pursuant to the Title 13.1, Chapter 10, Article 10 of the Code of Virginia (the "Act"), states as follows:

FIRST: The name of the Corporation is International Communications Industries, Inc.

SECOND: This restatement contains amendments to the Articles of Incorporation of the Corporation.

THIRD, The Articles of Incorporation of the Corporation are hereby amended and restated by deleting the existing Articles of Incorporation in their entirety and by inserting in lieu thereof the Amended and Restated Articles of Incorporation of the Corporation attached as Exhibit A hereto (the "Amended and Restated Articles of Incorporation").

FOURTH: The Amended and Restated Articles of Incorporation were adopted by the Corporation on December 14, 2017.

FIFTH: The Amended and Restated Articles of Incorporation were proposed by the Board of Directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Act, and at a meeting of the members at which a quorum of each voting group was present:

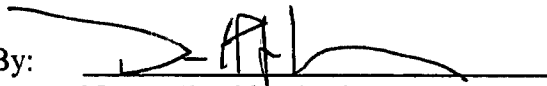
VOTING GROUP	TOTAL VOTES FOR	TOTAL VOTES AGAINST
<u>Voting Member</u>	<u>15</u>	<u>0</u>

And the number cast in favor of the restatement for each voting group was sufficient for approval by that voting group.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this 14th  
day of December, 2017.

**International Communications Industries  
Association, Inc. (SCC ID 01236645)**

By:   
Name: David Labuskes  
Title: Chief Executive Officer

**Exhibit A****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AVIXA, INC.**

(A Non-Stock Virginia Corporation)

These Amended and Restated Articles of Incorporation are presented for filing pursuant to §13.1-889 of the Virginia Nonstock Corporation Act ("Act").

1. The name of the corporation is "AVIXA, Inc." (the "Corporation").
2. The duration of the Corporation shall be perpetual.
3. The Corporation is organized for the following purposes:

a. The Corporation is organized and shall be operated exclusively as a nonstock, nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Specifically, the purpose of the Corporation is to stimulate more widespread and more effective use of audio-visual materials, to collect and disseminate statistical data and other information on the use of such materials, to improve the industry's service to the public, and to cooperate with officials of national, state, and local governments.

b. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however that:

i. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution of the Corporation; and

ii. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

4. The Corporation shall have one or more classes of members with such designations, qualifications, and rights as set forth in the bylaws.

5. The affairs of the Corporation shall be managed by a Board of Directors. Four members of the Board of Directors shall be elected by the Voting Members of the Corporation; four members of the Board of Directors shall be appointed by the Corporation's Leadership Search Committee; and four members of the Board of Directors shall serve ex-officio by virtue of their positions of Chair of the Board of Directors, Vice Chair, Secretary-Treasurer, and Leadership

Search Committee Chair. Directors other than those serving ex-officio shall have a two-year term and may be re-elected or re-appointed for one additional consecutive two-year term. Appointed and elected directors' terms shall be staggered so that roughly one half of all non-ex-officio directors' terms expire each year.

6. The Corporation's registered office address, including the street and number, is 11242 Waples Mill Road, Fairfax, Virginia 22030. The registered office is physically located in the County of Fairfax, Virginia.

7. Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its directors are as follows:

a. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred to one (1) or more corporations or organizations as may be selected by the Corporation's Board of Directors; provided, however, that any transferee corporation or organization shall qualify under the provisions of Section 501(c)(6), Section 501(c)(3), or Section 501(c)(4) of the Code, and the purposes of the transferee corporation or organization shall not be inconsistent with the purposes of the Corporation.

b. The personal liability of the officers and directors of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act.

c. To the fullest extent permitted by law and by the provisions of the Act, the Corporation shall have the power to indemnify and hold harmless the officers and directors of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an officer or director of the Corporation or by reason of any action alleged to have been taken or omitted by him or her in such capacity. The Corporation shall maintain directors and officers insurance.

8. These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; and (ii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.