

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM481763

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	05/29/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Soulsight, Inc.		05/29/2018	Corporation: ILLINOIS

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Soulsight, LLC	05/29/2018	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Soulsight, LLC
Street Address:	205 W. Wacker Drive, Ste. 400
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	5187694	S SOULSIGHT
Registration Number:	3644088	SOULSIGHT
Registration Number:	4856221	BUILDING SOULFUL BRANDS THROUGH STRATEGI
Serial Number:	87407836	BRANDSOUL
Serial Number:	87631337	SOUL-LAB

CORRESPONDENCE DATA

Fax Number: 3122226379

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: 3127553179

Email: mhays@agdglaw.com

Correspondent Name: Mary Vidal Hays

Address Line 1: 330 N. Wabash, Ste, 1700

Address Line 4: Chicago, ILLINOIS 60611

OP \$140.00 5187694

NAME OF SUBMITTER:	Mary Vidal Hays
SIGNATURE:	/Mary Vidal Hays/
DATE SIGNED:	07/13/2018
Total Attachments: 11 source=Soulsight Inc. IL Merger#page1.tif source=Soulsight Inc. IL Merger#page2.tif source=Soulsight Inc. IL Merger#page3.tif source=Soulsight Inc. IL Merger#page4.tif source=Soulsight Inc. IL Merger#page5.tif source=Soulsight Inc. IL Merger#page6.tif source=Soulsight Inc. IL Merger#page7.tif source=SOULSIGHT LLC - DE - MERGER#page1.tif source=SOULSIGHT LLC - DE - MERGER#page2.tif source=SOULSIGHT LLC- DE- FORMATION#page1.tif source=SOULSIGHT LLC- DE- FORMATION#page2.tif	



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 29, 2018

5955-276-7

COGENCY GLOBAL INC.
600 S SECOND ST STE 404
SPRINGFIELD, IL 62704

RE SOULSIGHT, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)
**ARTICLES OF MERGER
 BETWEEN ILLINOIS CORPORATIONS
 AND LIMITED LIABILITY COMPANIES**
 Business Corporation Act

FILED

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

MAY 29 2018

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

The filing fee is \$100, but if merger
 involves more than two corporations,
 submit \$50 for each additional corporation.

File # 59552767 Filing Fee: \$ 100⁰⁰ Approved: WR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
✓ <u>Soulsight, Inc.</u>	<u>Illinois</u>	<u>5955-276-7</u> <i>NIS</i>
✓ <u>Soulsight, LLC</u>	<u>Delaware</u>	<u>N.O. S.</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

✓ 3. a. Name of Surviving Party: Soulsight, LLC
 ✓ b. Corporation or Limited Liability Company shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

✓ See Exhibit A attached hereto.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
✓ Solsight, Inc.	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>


6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. **All signatures must be in BLACK INK.**

Dated 05/29, 2018 Soulsight, Inc.
Month & Day Year Exact Name of Corporation


Any Authorized Officer's Signature

Adam Ferguson, President
Name and Title (type or print)


Dated _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. **All signatures must be in BLACK INK.**

Dated 05/29, 2018 Soulsight, LLC
Month & Day Year Exact Name of Limited Liability Company


Signature

Soulsight Acquisition Company MGR
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "*Plan*") is made and adopted as of 5/29, 2018 by and between Soulsight, Inc., an Illinois corporation ("*Soulsight-IL*"), and Soulsight, LLC, a Delaware limited liability company ("*Soulsight-DE*").

RECITALS

✓ WHEREAS, Soulsight Acquisition Company ("*SAC*") is the sole shareholder of Soulsight-IL and the sole member of Soulsight-DE; and

✓ WHEREAS, SAC has determined that it is advisable for Soulsight-IL to merge with and into Soulsight-DE.

AGREEMENT

1. The Merger. At the Effective Time (as defined in Section 3 hereof), in accordance with this Agreement, the Business Corporation Act of 1983 of the State of Illinois, as amended (the "*BCA*"), and the Delaware Limited Liability Company Act ("*Act*"), Soulsight-IL shall merge with and into Soulsight-DE (the "*Merger*"), the separate corporate existence of Soulsight-IL shall cease and Soulsight-DE shall continue as the surviving company. Soulsight-DE, in its capacity as the company surviving the Merger, is sometimes referred to herein as the "*Surviving Company*", and Soulsight-IL and Soulsight-DE are sometimes referred to collectively herein as the "*Constituent Companies*".

2. Effect of the Merger.

(a) Immediately following the Merger, the Surviving Company shall (i) possess all the rights, privileges, immunities and franchises, both public and private, of the Constituent Companies, (ii) be vested with all property, whether real, personal or mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest belonging to or due to each of the Constituent Companies and (iii) be responsible and liable for all the obligations and liabilities of each of the Constituent Companies, in each case with the effect set forth in the BCA and the Act.

(b) Immediately following the Merger, the manager and member of Soulsight-DE shall continue on as the manager and member of the Surviving Company.

3. Consummation of the Merger. On the date hereof, the Constituent Companies will cause to be filed (a) with the Secretary of State of the State of Illinois the appropriate Articles of Merger and (b) with the Secretary of State of the State of Delaware the appropriate Certificate of Merger, together with any and all other required documents, all such documents in the form approved by the Board of Directors of Soulsight-IL and the member of Soulsight-DE. The Merger shall become effective at the time (the "*Effective Time*") of the filing of the Articles of Merger with the Secretary of State of the State of Illinois and the Certificate of Merger with the Secretary of State of Delaware.

4. Certificate of Formation. At the Effective Time, the Certificate of Formation of Soulsight-DE, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Surviving Company.

5. Conversion of Interest. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Companies or their respective member(s) or shareholders, the manner and basis of converting all of equity interests of the Constituent Entities shall be as follows:

✓ (a) Each share of common stock of Soulsight-IL issued and outstanding immediately prior to the Effective Time (the "*Shares*") shall be cancelled and the holders of such shares shall not receive any consideration therefor.

(b) All membership interest of Soulsight-DE that was issued and outstanding immediately prior to the Effective Time shall continue to be the issued and outstanding membership interest of the Surviving Company.

✓ All of the issued and outstanding shares of capital stock of Soulsight-IL and all of the membership interest in Soulsight-DE are owned by the same company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the Constituent Companies have caused this Agreement and Plan of Merger to be executed as of the date first above written by their respective duly authorized officers.

SOULSIGHT-IL:

SOULSIGHT, INC., an Illinois corporation

By: _____
Name: Adam Ferguson
Title: President

SOULSIGHT-DE:

SOULSIGHT, LLC, a Delaware limited liability company

By: SOULSIGHT ACQUISITION COMPANY, its Manager

By: _____
Name: Adam Ferguson
Title: President

[Signature Page – Agreement and Plan of Merger]

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 MERGER, WHICH MERGES:

"SOULSIGHT, INC.", AN ILLINOIS CORPORATION,

WITH AND INTO "SOULSIGHT, LLC" UNDER THE NAME OF "SOULSIGHT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MAY, A.D. 2018, AT 2:37 O`CLOCK P.M.



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

6900325 8100M
SR# 20184498115

Authentication: 202782352
Date: 05-29-18

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

TRADEMARK
REEL: 006417 FRAME: 0335

**State of Delaware
Certificate of Merger of a Foreign Corporation
into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is

Soulsight, LLC

a Delaware Limited Liability Company.

Second: The name of the corporation being merged into this surviving Limited Liability Company is Soulsight, Inc.

The jurisdiction in which this corporation was formed is Illinois.

Third: The Agreement of Merger has been approved and executed by both entities.

Fourth: The name of the surviving Limited Liability Company is:

Soulsight, LLC

Fifth: The executed agreement of merger is on file at

205 W. Wacker Drive, Suite 400

Chicago

IL

60606

the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the corporation or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 29th day of May, A.D., 2018.

By: 

Authorized Person

Name: Adam Ferguson

Print or Type

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 FORMATION OF "SOULSIGHT, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2018, AT 11:22 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6900325 8100
SR# 20184288643

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

Authentication: 202764673
Date: 05-24-18

TRADEMARK
REEL: 006417 FRAME: 0337

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

FIRST: The name of the limited liability company is Soulsight, LLC.

SECOND: The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, in the City of Dover. Zip code 19904, County of Kent. The name of its Registered Agent at such address is Cogency Global Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 24th day of May, 2018.

/s/ Timothy Nelson
Timothy Nelson, Organizer