

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM489062

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Project Lead the Way, Inc.		06/12/2018	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	Project Lead the Way, Inc.
Street Address:	3939 Priority Way South Drive
Internal Address:	Suite 400
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46240
Entity Type:	Non-Profit Corporation: INDIANA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	4923276	PLTW LAUNCH
Registration Number:	4899020	PLTW BIOMEDICAL SCIENCE
Registration Number:	4899021	PLTW COMPUTER SCIENCE
Registration Number:	4899023	PLTW ENGINEERING
Registration Number:	4899022	PLTW GATEWAY
Registration Number:	4724655	PLTW LAUNCH
Registration Number:	3898940	
Registration Number:	3898941	
Registration Number:	4398534	INNOVATION PORTAL
Registration Number:	4300316	INNOVATION PORTAL
Registration Number:	4443027	PATHWAY TO ENGINEERING
Registration Number:	3475442	PLTW
Registration Number:	3869198	PLTW
Registration Number:	3898942	PROJECT LEAD THE WAY PLTW
Registration Number:	3898943	PROJECT LEAD THE WAY PLTW
Registration Number:	4432294	PREPARING STUDENTS FOR THE GLOBAL ECONOM
Registration Number:	3924538	PROJECT LEAD THE WAY

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Property Type	Number	Word Mark
Registration Number:	4346598	PROJECT LEAD THE WAY
Registration Number:	4679071	PROJECT LEAD THE WAY PLTW
Registration Number:	4775496	PREPARING STUDENTS FOR THE GLOBAL ECONOMOM
Registration Number:	4784513	PROJECT LEAD THE WAY PLTW
Registration Number:	4784510	PROJECT LEAD THE WAY PLTW
Registration Number:	4775508	PROJECT LEAD THE WAY PLTW

CORRESPONDENCE DATA

Fax Number: 3176334878
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: (317) 977-1404
Email: kmiller@hallrender.com
Correspondent Name: Katie Miller
Address Line 1: 500 North Meridian Street
Address Line 2: Suite 400
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:	Katie Miller
SIGNATURE:	/KATIE MILLER/
DATE SIGNED:	09/07/2018

Total Attachments: 8
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State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER
of
PROJECT LEAD THE WAY, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that an Articles of Merger of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The following non-surviving entity(s):

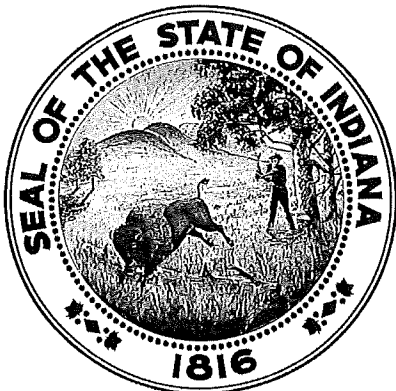
PROJECT LEAD THE WAY, INC.

a(n) Foreign Nonprofit Corporation

merged with and into the surviving entity(s):

PROJECT LEAD THE WAY, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, June 30, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, July 02, 2018

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2015020300239 /7949058

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



**ARTICLES OF MERGER OF
 NONPROFIT CORPORATIONS**
 State Form 42199 (R10 / 3-18) / Corporate Form 364-6

Indiana Code 23-17-19-4
 23-0.5-9-45

FILING FEE: \$30.00

**ARTICLES OF MERGER
 OF**

Project Lead The Way, Inc.
(hereinafter the "nonsurviving corporation")

INTO

Project Lead The Way, Inc.
(hereinafter the "surviving corporation")

In accordance with the requirements of the Indiana Nonprofit Corporation Act of 1991 (hereinafter known as the "Act"), the undersigned corporations desiring to effect a merger, set forth the following facts:

ARTICLE I – SURVIVING CORPORATION

SECTION I:

The name of the corporation surviving the merger is Project Lead The Way, Inc.
 and such name has has not *(designate which)* been changed as a result of the merger.

SECTION II:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act incorporated on February 2, 2015
(month, day, year)

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and is
 registered not registered *(designate which)* to do business in Indiana.
 If the surviving corporation is registered to do business in Indiana, state the date of registration: _____
(month, day, year)
(If the Foreign Registration Statement is filed concurrently herewith, state "upon approval of Foreign Registration Statement.")

ARTICLE II – NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or registration, respectively, of each Indiana domestic corporation and registered foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of corporation <u>Project Lead The Way, Inc.</u>	
State of domicile <u>New York</u>	Date of Incorporation or registration in Indiana, if applicable <i>(month, day, year)</i> <u>September 29, 2006</u>
Name of corporation	
State of domicile	Date of Incorporation or registration in Indiana, if applicable <i>(month, day, year)</i>
Name of corporation	
State of domicile	Date of Incorporation or registration in Indiana, if applicable <i>(month, day, year)</i>

ARTICLE III – PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger, containing such information as required by Indiana Code 23-17-19-1(b), is set forth in "Exhibit A," attached hereto and made a part hereof.

IN SEC OF STATE RCVD
 JUN 29 '18 AM 11:45

ARTICLE IV – MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1, 2, 3, or 4.)

SECTION 1: Membership vote not required
 The merger was adopted by the incorporators or board of directors without membership action and membership action was not required.

SECTION 2: Vote of members
 The designation, number of outstanding members, number of votes entitled to be cast by each class entitled to vote separately on the plan, and the number of votes of each class represented at the meeting is set forth below.

	TOTAL	A	B	C
DESIGNATION OF EACH CLASS (if applicable)				
NUMBER OF OUTSTANDING MEMBERSHIPS				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT THE MEETING				
NUMBER OF MEMBERS VOTED IN FAVOR				
NUMBER OF MEMBERS VOTED AGAINST				

SECTION 3:
 Written consent executed on _____ (month, day, year) and signed by at least 80% of all members.

SECTION 4: Approval by third party
 If the corporation's articles of incorporation require the plan of merger to be approved in writing by a specified person other than the board of directors, the corporation has obtained the third party's approval pursuant to IC 23-17-19-3.

ARTICLE V – MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2.)

SECTION 1: Member ship vote not required
 The merger was adopted by the incorporators or board of directors without membership action and membership action was not required.

SECTION 2: Vote of members
 The designation, number of outstanding members or delegates, number of votes entitled to be cast by each class entitled to vote separately on the plan, and the number of votes of each class represented at the meeting is set forth below.

	TOTAL	A	B	C
DESIGNATION OF EACH CLASS (if applicable)				
NUMBER OF OUTSTANDING MEMBERSHIPS				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT THE MEETING				
NUMBER OF MEMBERS VOTED IN FAVOR				
NUMBER OF MEMBERS VOTED AGAINST				

ARTICLE VI – REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.in.gov.
 Provide either commercial registered agent or noncommercial registered agent information below.

Commercial registered agent Name of registered agent (Do not provide address.)

OR

Noncommercial registered agent Name of registered agent
 Michelle Gough

Address (number and street) (A.P.O. Box is not acceptable unless accompanied by a Rural Route number.) City State ZIP code
 3939 Priority Way South Drive, Suite 400 Indianapolis IN 46240

E-mail address of the registered agent at which the registered agent will accept electronic service of process
 mgough@pltw.org

By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Merger has consented to the appointment of Registered Agent.

SIGNATURE

In witness whereof, the undersigned being the Senior Vice President and Chief Legal and Assessment Officer of the surviving corporation executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true,
 this 28 day of June, 2018.

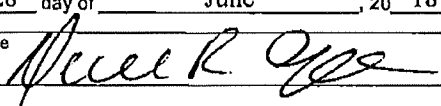
Signature  Printed name
 Michelle Gough

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Merger Agreement") is made by and between the following parties:

PROJECT LEAD THE WAY, INC. ("IN-PLTW"), an Indiana nonprofit corporation governed by the laws of the State of Indiana, with its principal office located at 3939 Priority Way South Drive, Suite 400, Indianapolis, Indiana 46240; and

PROJECT LEAD THE WAY, INC. ("NY-PLTW"), a New York not-for-profit corporation governed by the laws of the State of New York, with its principal office located at 3939 Priority Way South Drive, Suite 400, Indianapolis, Indiana 46240;

hereinafter sometimes collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable and in the best interests of each of such corporations that NY-PLTW be merged with and into IN-PLTW upon the terms and subject to the conditions herein provided;

WHEREAS, neither of the Constituent Corporations has any members;

WHEREAS, IN-PLTW is a "public benefit corporation" within the meaning of Section 23-17-2-23 of the Indiana Code;

WHEREAS, NY-PLTW would qualify as a "public benefit corporation" under Section 23-17-2-23 of the Indiana Code;

WHEREAS, the Board of Directors of IN-PLTW has, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer;

WHEREAS, the Board of Directors of NY-PLTW has, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties agree that NY-PLTW shall be merged with and into IN-PLTW and that the terms and conditions of the merger, the mode of carrying the merger into effect, and certain other provisions relating thereto shall be as follows:

ARTICLE I

THE MERGER

- A. Surviving Corporation. Subject to the terms and provisions of this Merger Agreement, and in accordance with the Indiana Code, at the Effective Time (as defined in Article I, Section G, hereof), NY-PLTW (hereinafter sometimes called the “Merging Corporation”) shall be merged with and into IN-PLTW (the “Merger”). IN-PLTW shall be the surviving corporation (hereinafter sometimes called the “Surviving Corporation”) of the Merger, and it shall continue its corporate existence under the laws of the State of Indiana under the legal name “Project Lead The Way, Inc.” At the Effective Time, the separate corporate existence of the Merging Corporation shall cease.
- B. Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for herein and in Section 23-17-19-5 of the Indiana Code. At the Effective Time, all assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation.
- C. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time and attached and marked as Exhibit 1, shall remain the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.
- D. Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time and attached and marked as Exhibit 2, shall remain the Bylaws of the Surviving Corporation from and after the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation, and applicable law.
- E. Board of Directors. As of the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Time. Each director shall serve the balance of the term for which such person was elected, appointed, or designated a member of the Board of Directors of the Surviving Corporation.
- F. Officers. As of the Effective Time, the officers of the Surviving Corporation shall be the officers of the Surviving Corporation immediately prior to the Effective Time, with each person to hold the same office in the Surviving Corporation as such person held in the Surviving Corporation prior to the Effective Time.
- G. Effective Time. Articles of Merger will be filed with the Secretary of State of the State of Indiana. The Merger shall become effective at 11:59 p.m. on June 30, 2018. The date and time when the Merger shall become effective is herein referred to as the “Effective Time.”

H. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable:

- 1) to vest, perfect, or confirm (of record or otherwise) in the Surviving Corporation title to and possession of any property or right of the Merging Corporation acquired or to be acquired by reason or as a result of the Merger, or
- 2) otherwise to carry out the purpose of this Merger Agreement,

the Merging Corporation and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments, and assurances in law and to do all acts necessary or proper to vest, perfect, or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement, and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Merging Corporation or otherwise to take any and all such actions.

ARTICLE II

AMENDMENT; ABANDONMENT; MISCELLANEOUS

- A. Amendment. Subject to applicable law, this Merger Agreement may be amended, modified, or supplemented by written agreement of the Constituent Corporations at any time prior to the Effective Time.
- B. Abandonment. At any time prior to the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either of the Constituent Corporations.
- C. Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.
- D. Designated Agent. The Surviving Corporation agrees that it may be sued or served with process in the State of Indiana in any proceeding for enforcement of any obligation of the Merging Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and the Surviving Corporation irrevocably appoints Dr. Vince Bertram, 3939 Priority Way South Drive, Suite 400, Indianapolis, Indiana 46240, to accept service of process in any such suit or other proceedings. The undersigned officers hereby represent that the designated agent named in this Section has consented to the appointment of designated agent.

Approved and Filed
2015020300239/7949058
Filing Date: 07/02/2018
Effective :06/30/2018 00:01
CONNIE LAWSON
Indiana Secretary of State

IN WITNESS WHEREOF, Project Lead The Way, Inc. (the Indiana entity), and Project Lead The Way, Inc. (the New York entity), have caused this Merger Agreement to be signed by their respective duly authorized officers as of the dates reflected below.

*[Remainder of page intentionally left blank;
Signature page follows.]*

Project Lead The Way, Inc. (Indiana entity)

By: James C. Rahn

Printed: JAMES C. RAHN

Title: SECRETARY

Date: 6/12/18

Project Lead The Way, Inc. (New York entity)

By: James C. Rahn

Printed: JAMES C. RAHN

Title: SECRETARY

Date: 6/12/18