

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM491122

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/09/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gravity Technologies		12/09/2015	Corporation: CALIFORNIA
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Noble Acquisition Sub, Inc.	12/09/2015	Corporation: OHIO	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Gravity Technologies, Inc.		
Street Address:	4811 MONTGOMERY ROAD		
City:	CINCINNATI		
State/Country:	OHIO		
Postal Code:	45212		
Entity Type:	Corporation: OHIO		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3451820	GRAVITYPEOPLE	
Registration Number:	3451821	GRAVITY	
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:	513-241-2324		
Email:	sgraber@whe-law.com		
Correspondent Name:	Sarah Otte Graber		
Address Line 1:	441 VINE ST		
Address Line 2:	2700 CAREW TOWER		
Address Line 4:	CINCINNATI, OHIO 45202-2814		
ATTORNEY DOCKET NUMBER:	PAYC-20		
NAME OF SUBMITTER:	Sarah Otte Graber		
SIGNATURE:	/Sarah O. Graber/		

OP \$65.00 3451820

DATE SIGNED:	09/24/2018
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Total Attachments: 7

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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/09/2015	201534300808	Merger (MER)	99.00	300.00	0.00	0.00	5.00

Receipt

This is not a bill. Please do not remit payment.

TAFT STETTINIUS & HOLLISTER LLP
 LINDA S. DAVIS
 65 EAST STATE STREET, 10TH FLOOR
 COLUMBUS, OH 43215

**STATE OF OHIO
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted
 2445521**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
GRAVITY TECHNOLOGIES, INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
201534300808

Effective Date: 12/09/2015



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio this
 9th day of December, A.D. 2015.

Jon Husted
 Ohio Secretary of State



Form 551 Prescribed by:
JON HUSTED
 OHIO SECRETARY OF STATE
 Toll Free: (877) 503-FILE (877-767-3453)
 Central Office: (614) 498-3910
 www.OhioSecretaryofState.gov
 osecretary@OhioSecretaryofState.gov
 File online or for more information: www.OhioBusinessCenter.com

Mail this form to one of the following:
 Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216
 Expedite Filing (Two business day processing time,
 Requires an additional \$100.00)
 P.O. Box 1030
 Columbus, OH 43216

Certificate of Merger
Filing Fee: \$99
(154-MER)
Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Noble Acquisition Sub, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Gravity Technologies, Inc.

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

- 1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. **Charter/Registration/License Number**

2445621

(if licensed in Ohio as domestic or foreign)

- 3. For-Profit Corporation
- Nonprofit Corporation
- For-Profit Limited Liability Company
- Nonprofit Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership
- Unincorporated Nonprofit Association

2015 DEC -3 PM 12:20

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
Gravity Technologies	n/a	California	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Christopher A. Kuhnheim
Name

537 E. Pete Rose Way, Suite 400
Mailing Address

Cincinnati
City

Ohio
State

45202
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on _____ (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom process, notice or demand may be served.

Name

Mailing Address

City

Ohio
State

Zip Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.88 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 533B
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Noble Acquisition Sub, Inc.
 Name of entity

By: Charles Salas
 Signature

Its: Secretary
 Title

Gravity Technologies
 Name of entity

By: [Signature]
 Signature

Its: PRESIDENT AND CEO
 Title

Name of entity

By: _____
 Signature

Its: _____
 Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

[Redacted Box]

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations	[Redacted Box]	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413	[Redacted Box] Regular: P.O. Box 182413 Columbus, OH 43218-2413
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]	[Redacted Box]	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature [Redacted Box] Title [Redacted Box]

[Redacted Box]
Name

[Redacted Box]
Mailing Address

[Redacted Box] City [Redacted Box] State [Redacted Box] Zip Code

Sworn to and subscribed in my presence on [Redacted Box]
Date

Seal

[Redacted Box]
Notary Public

Commission Expires [Redacted Box]
Date

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of
Name of Corporation

and that this affidavit is made in compliance with Section of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Signature:

Title:

Sworn to and subscribed in my presence on Date

Seal

Notary Public

Expiration date of Notary Public's Commission Date