

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496032

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/03/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BELLA BABY PHOTOGRAPHY, INC.		12/03/2014	Corporation: ILLINOIS
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
BELLA BABY PHOTOGRAPHY, LLC	12/03/2014	Limited Liability Company: ILLINOIS	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	BELLA BABY PHOTOGRAPHY, LLC		
Street Address:	300 E. 5TH STREET		
City:	NAPERVILLE		
State/Country:	ILLINOIS		
Postal Code:	60563		
Entity Type:	Limited Liability Company: ILLINOIS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4383343	BELLA LIFE	
Registration Number:	4579849	BELLA LIFE	
Registration Number:	4532548	BELLA BABY	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	ERHARDT@CCMLAWYER.COM		
Correspondent Name:	ROSS I. MOLHO		
Address Line 1:	2300 CABOT DRIVE, SUITE 500		
Address Line 4:	LISLE, ILLINOIS 60532		
NAME OF SUBMITTER:	Jean Erhardt		
SIGNATURE:	/Jean Erhardt/		

OP \$90.00 4383343

DATE SIGNED:	10/30/2018
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Total Attachments: 9
source=Articles of Merger - Certified File-stamped (00434063xAF516)#page1.tif
source=Articles of Merger - Certified File-stamped (00434063xAF516)#page2.tif
source=Articles of Merger - Certified File-stamped (00434063xAF516)#page3.tif
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source=Agreement and Plan of Merger (00434186xAF516)#page3.tif
source=Agreement and Plan of Merger (00434186xAF516)#page4.tif
source=Restated Articles of Amendment - File Stamped (00435087xAF516)#page1.tif
source=Restated Articles of Amendment - File Stamped (00435087xAF516)#page2.tif



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 6 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR BELLA BABY PHOTOGRAPHY, LLC.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 22ND day of OCTOBER A.D. 2018 .



Authentication #: 1829500559 verifiable until 10/22/2019.
Authenticate at: <http://www.cyberdriveillinois.com>

Jesse White

SECRETARY OF STATE

TRADEMARK
REEL: 006470 FRAME: 0363

Form **LLC-37.25**
 May 2012
Secretary of State
 Department of Business Services
 Limited Liability Division
 501 S. Second St., Rm. 351
 Springfield, IL 62756
 217-524-8008
 www.cyberdriveillinois.com

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois
 Limited Liability Company Act
Articles of Merger

FILE # 0503-845-2
 This space for use by Secretary of State.

FILED
DEC 03 2014
JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE
 Type or print clearly.

Filing Fee: \$ 100
 (Filing fee \$100 plus \$50 each entity more than two)

Approved: [Signature]

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>Bella Baby Photography, Inc.</u>	<u>Corporation</u>	<u>ILLINOIS</u>	<u>05/10/2007</u>	<u>65509539</u>
<u>B Baby Photo, LLC</u>	<u>LLC</u>	<u>ILLINOIS</u>	<u>11/24/2014</u>	<u>05038456</u>

2. A copy of the plan as approved must be attached to these Articles of Merger.

PAID
DEC 10 2014
DEPARTMENT OF BUSINESS SERVICES

3. a. Name of Surviving Entity: B Baby Photo, LLC
 b. Address of Surviving Entity: 1033 Royal Bombay Court, Naperville, IL 60563
 c. File Number (if any): _____
 d. Jurisdiction: ILLINOIS

4. Effective date of merger: (check one)
 a. the filing date, or
 b. a later date, but not more than 30 days subsequent to the filing date: _____
 Month, Day, Year


5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:
 NONE

LLC-37.25

If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.


Dated December 3, 2014
Month & Day Year

1. 

Signature
Kelly Billington, President

Name and Title (type or print)
Bella Baby Photography, Inc.

Name if a Corporation or other Entity

2. 

Signature
Kelly Billington, Sole Manager

Name and Title (type or print)
B Baby ~~Photography~~ LLC

Name if a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is dated as of December 2, 2014 by and between B Baby Photo, LLC, an Illinois limited liability company, (the "Surviving Entity") and Bella Baby Photography, Inc., an Illinois corporation (the "Merged Entity").

WHEREAS, the Surviving Entity and the Merged Entity (collectively, the "Constituent Entities") deem it advisable and in their best interests to effect a merger pursuant to Section 11-05, et al. of the Illinois Business Corporation Act ("IL BCA Act") and Section 37-20 of the Illinois Limited Liability Company Act ("IL LLC Act") (the IL BCA Act and the IL LLC Act, collectively, the "State Acts"), whereby the Merged Entity will be merged with and into the Surviving Entity, which will survive the merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Entities hereby agree to effect the merger on the terms and conditions set forth below.

ARTICLE 1 THE MERGER

1.1 **The Merger.** At the Effective Time (as defined in Section 1.2), in accordance with the terms and conditions of this Merger Agreement and the applicable provisions of the State Acts, the Merged Entity shall be merged with and into the Surviving Entity (the "Merger"), and the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence as the surviving entity in the Merger (the "Surviving Entity") under the laws of Illinois.

1.2 **Effective Time of the Merger.** The Merger shall become effective when the Articles of Merger (as defined in Section 1.3) are filed with the office of the Secretary of State of Illinois in accordance with the applicable provisions of Illinois law. The date and time when the Merger shall become effective are herein referred to as the "Effective Time."

1.3 **Filing of Articles of Merger.** The Surviving Entity and the Merged Entity shall execute Form BCA 11.39, *Articles of Merger Between Illinois Corporations and Limited Liability Companies* and Form LLC 37.25, *Articles of Merger* (collectively the "Articles of Merger"), and execute in accordance with Illinois law as soon as practicable after approval of this Merger Agreement, and the Surviving Entity shall cause such Articles of Merger to be filed and recorded in accordance with Illinois law.

1.4 **Effect of the Merger.** At and after the Effective Time, by virtue of the Merger and without any action on the part of any party, (a) the separate existence of the Merged Entity shall cease; (b) the Surviving Entity shall possess all of the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, and be subject to all of the restrictions, disabilities and duties, of each of the Constituent Entities; (c) all rights, privileges, powers, immunities and franchises of each of the Constituent Entities, and all property, real, personal and

mixed, and debts due either of the Constituent Entities on whatever account, as well for stock subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; (d) all property, rights, privileges, powers, immunities and franchises, and all and every other interest, shall be thereafter the property of the Surviving Entity as they were of the several and respective Constituent Entities;

(h) any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Entities may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Entity may be substituted in such action or proceeding.


ARTICLE 3
THE SURVIVING ENTITY

Name. The name of the Surviving Entity immediately prior to the Effective Time shall be the name of the Surviving Entity after the Effective Time.

[SIGNATURES ON FOLLOWING PAGE]

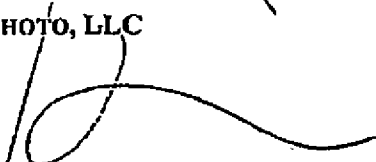
IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Plan of Merger as of the date first above written.

BELLA BABY PHOTOGRAPHY, INC.

By: 

Kelly Billington, President

B BABY PHOTO, LLC

By: 

Kelly Billington, Manager

Form **LLC-5.30**
May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com


Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois
Limited Liability Company Act
Restated Articles of Organization

SUBMIT IN DUPLICATE
Type or print clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Approved: 

FILE # 05038456

This space for use by Secretary of State.

FILED
DEC 11 2014
JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Bella Baby Photography, LLC

The LLC name must contain the words Limited Liability Company, L.L.C. or LLC, and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership, or LP.

2. Limited Liability Company Name as originally filed with the Secretary of State: B Baby Photo, LLC

PAID

3. Address of Principal Place of Business: (P.O. Box alone or c/o is unacceptable.) DEC 11 2014

218 South Main Street, Floor 2, Naperville, Illinois 60540

**DEPARTMENT OF
BUSINESS SERVICES**

4. The original Articles of Organization were effective on: November 24, 2014
Month, Day, Year

5. Registered Agent's Name and Registered Office Address:

Registered Agent: Brad Jones

First Name Middle Initial Last Name

Registered Office: 218 South Main Street, Floor 2

(P.O. Box alone or c/o is unacceptable.) Naperville IL 60540

Number Street Suite #
City ZIP Code

6. Purpose(s) for which the LLC is organized: **The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act.** (LLCs organized to provide professional services must list the address(es) from which those services will be rendered if different from item 3. If more space is needed, use additional sheets of this size.)

The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act.

LLC-5.30

7. The duration of the company is perpetual unless otherwise stated. If the operating agreement provides for a dissolution date, enter that date here: _____
Month, Day, Year

8. Optional provisions for regulation of internal affairs of the LLC per Section 5-5 (a) (8) maybe included as an attachment.

9. The Limited Liability Company (Check either a or b below.)

a) Management is vested in the manager(s):

List all manager names and business addresses:

Bella Global Holdings, LLC, 218 South Main Street, Floor 2, Naperville, Illinois 60540

b) Management is vested by the member(s):

List all member names and business addresses:

10. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that these Restated Articles of Organization are executed pursuant to Section 5-30 of the Limited Liability Company Act and to the best of my knowledge and belief, true, correct and complete.

Dated December 10, _____, 2014
Month & Day Year

Signature
Brad Jones, Manager of Bella Global Holdings, LLC, Manager
Name and Title (type or print)

If applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.