

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM498626

<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>
Fantastic Fox, Inc.		09/07/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Flickr, Inc.		
<b>Street Address:</b>	67 E. Evelyn Ave, Suite 200		
<b>City:</b>	Mountain View		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94041		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3455275	FLICKR	
<b>Registration Number:</b>	4508829	FLICKR	
<b>Registration Number:</b>	3743421		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2063599000		
<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>	206.359.8000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Seth Reagan, Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4900		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	39230-4001		
<b>NAME OF SUBMITTER:</b>	Seth H. Reagan		
<b>SIGNATURE:</b>	/Seth H. Reagan/		
<b>DATE SIGNED:</b>	11/16/2018		
<b>Total Attachments: 4</b>			
source=Fantasitic Fox, Inc. Name Change to Flickr, Inc#page1.tif			
source=Fantasitic Fox, Inc. Name Change to Flickr, Inc#page2.tif			
source=Fantasitic Fox, Inc. Name Change to Flickr, Inc#page3.tif			

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# 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 RESTATED CERTIFICATE OF "FANTASTIC FOX, INC.", CHANGING ITS NAME FROM "FANTASTIC FOX, INC." TO "FLICKR, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2018, AT 9:26 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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.

6840095 8100  
SR# 20186558729

Authentication: 203388335  
Date: 09-10-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 006483 FRAME: 0615**

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**FANTASTIC FOX, INC.**

Fantastic Fox, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

1. The present name of the Corporation is Fantastic Fox, Inc.
2. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was April 10, 2018 under the name Fantastic Fox, Inc.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows.

**ARTICLE I**

The name of the corporation is Flickr, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the state of Delaware is 251 Little Falls Drive, in the city of Wilmington, county of New Castle, Zip Code 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.00001 per share.

**ARTICLE V**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers

conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

Distributions by the Corporation may be made without regard to “preferential dividends arrears amount” or any “preferential rights,” as such terms may be used in Section 500 of the California Corporations Code.

## **ARTICLE VI**

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation’s Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE VII**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation’s stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine.

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed on September 7, 2018.

*s/Don MacAskill*  
Don MacAskill, Chief Executive Officer