

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM500274

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/20/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Genex		12/20/2016	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	GXI, Inc.		
Street Address:	1716 Locust Street		
City:	Des Moines		
State/Country:	IOWA		
Postal Code:	50309		
Entity Type:	Corporation: IOWA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2304435	GENEX	
CORRESPONDENCE DATA			
Fax Number:	4153920827		
<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:	4153921960		
Email:	trademarkgroup@sideman.com		
Correspondent Name:	Polly A. Dinkel		
Address Line 1:	One Embarcadero Center, 22nd Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Samuel Berrin		
SIGNATURE:	/Samuel Berrin/		
DATE SIGNED:	11/30/2018		
Total Attachments: 9			
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ARTICLES OF MERGER
OF
GENEX, A CALIFORNIA CORPORATION,
INTO GXI, INC., AN IOWA CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1106 of the Iowa Business Corporation Act and Section 1100 et. seq. of the California General Corporation Law, the undersigned corporations adopt the following Articles of Merger by which Genex, a California corporation, shall merge with and into GXI, Inc., an Iowa corporation, and GXI, Inc., an Iowa corporation, shall be the surviving entity.

1. Attached to these Articles of Merger and by this reference made a part of these Articles is Exhibit A, which is a true and correct copy of the Agreement and Plan of Merger entered into on December 20, 2016 ("Plan") which was approved and adopted by the directors and shareholders of the corporations participating in the Merger; that is, GXI, Inc., an Iowa corporation, as the surviving corporation, and Genex, a California corporation, in the manner prescribed by the Iowa Business Corporation Act and the California General Corporation Law.

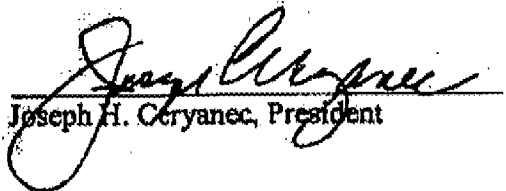
2. The Merger was duly approved by the directors and shareholders of each of the corporations in the manner required by the Iowa Business Corporation Act and the California General Corporation Law.

[SIGNATURE PAGE FOLLOWS]

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GXI, INC.

By: 
Joseph H. Ceryanec, President

GENEX

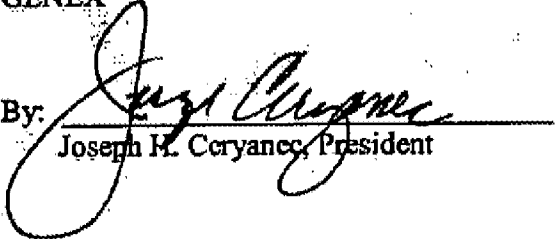
By: 
Joseph H. Ceryanec, President

Exhibit A

AGREEMENT AND PLAN OF MERGER

(Attached.)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Merger Agreement**") is made and entered into on December 20, 2016, and shall be effective the same date (the "**Effective Date**"), pursuant to the Iowa Business Corporation Act and California General Corporation Law (the "**Statutes**") by and between GXI, Inc., an Iowa corporation ("**GXI**") and Genex, a California corporation ("**Genex**"), each being sometimes referred to herein individually as a "**Constituent Company**" and collectively as the "**Constituent Companies**."

WITNESSETH:

WHEREAS, GXI is a corporation duly organized, validly existing and in good standing under the laws of the State of Iowa;

WHEREAS, Genex is a corporation duly incorporated, validly existing and in good standing under the laws of the State of California;

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Companies have authorized and approved the merger of Genex with and into GXI subject to and upon the terms and conditions of this Merger Agreement (the "**Merger**") and have approved this Merger Agreement and directed that it be executed by the undersigned officers; and

WHEREAS, it is the intention of the Constituent Companies that the Merger shall be a tax-free reorganization within the meaning of the Internal Revenue Code of 1986, as amended (the "**Code**").

NOW, THEREFORE in consideration of the premises, which are hereby incorporated into the terms hereof, and the mutual covenants and agreements herein contained, and for the purpose of stating the terms and conditions of the merger, the mode of effectuating the same, and other details and provisions that are deemed desirable, the parties have agreed and do hereby agree, subject to the terms and conditions set forth as follows:

ARTICLE I TERMS OF MERGER

1.1 **MERGER.** At the Effective Time of the Merger (as hereinafter defined), in accordance with the provisions of the Statutes, Genex shall be merged with and into GXI (at times referred to herein as the "**Surviving Company**") upon the terms and conditions set forth in the subsequent provisions of this Merger Agreement, with GXI surviving. From and after the Effective Time, the Surviving Company shall have the name "GXI, Inc."

1.2 **APPROVAL OF SHAREHOLDERS.** This Merger Agreement has been submitted to and approved by the respective shareholders of Genex and GXI as provided by the Statutes. Provided this Merger Agreement is not terminated and abandoned pursuant to the provisions hereof, Articles of Merger and Officer's Certificates shall be filed in accordance with the applicable provisions of the Statutes.

1.3 **FILINGS AND EFFECTIVENESS.** As soon as practicable following the date of execution hereof, Genex and GXI will cause Articles of Merger along with any other required document to be filed with the Secretary of State of the State of Iowa pursuant to the Statutes and Officer's Certificates along with any other required document to be filed with the Secretary of

State of the State of California pursuant to the Statutes. The Merger shall become effective upon the occurrence of each of the following actions:

(a) All of the conditions precedent to the consummation of the Merger specified in this Merger Agreement shall have been satisfied or duly waived; and

(b) An executed Articles of Merger and Officer's Certificates meeting the requirements of the Statutes shall have been filed with the applicable secretary of State (the State of Iowa and State of California) and said Secretary of State shall have accepted such Articles of Merger or Officer's Certificates, and the Surviving Company shall have performed all other requirements of the Statutes.

The date and time when the Merger shall become effective is herein called the "Effective Time."

1.4 EFFECT OF MERGER - SECURITIES.

(a) As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of common stock of Genex, all the issued and outstanding shares of common stock of Genex shall be cancelled.

(b) As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of common stock of GXI, all the issued and shares of common stock of GXI shall continue as issued and outstanding shares of common stock of the Surviving Company.

1.5 EFFECT OF MERGER - GENERAL

At and after the Effective Time, the Merger shall be effective as provided in the applicable provisions of the Statutes. The corporate existence of GXI, as the Surviving Company, with all of its purposes and powers, shall continue unaffected and unimpaired by the Merger, and, as the Surviving Company, it shall be governed by the Statutes and succeed to all rights, assets, liabilities and obligations of GXI in accordance with the Statutes. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided herein, all the property, rights, privileges, powers and franchises of GXI and Genex shall vest in the Surviving Company, and all debts, liabilities and duties of GXI and Genex shall become the debts, liabilities and duties of the Surviving Company. The separate corporate existence of Genex shall cease at the Effective Time, with GXI continuing as the Surviving Company of the Merger.

1.6 CERTIFICATE OF INCORPORATION OF SURVIVING COMPANY. The Certificate of Incorporation of GXI shall become the Certificate of Incorporation of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

1.7 BY-LAWS OF SURVIVING COMPANY. The By-laws of GXI shall become the By-laws of the Surviving Company until altered, amended or repealed as provided in the By-laws or as provided by applicable law.

1.8 OFFICERS OF SURVIVING COMPANY. The officers of GXI shall be the officers of the Surviving Company until their respective successors are duly elected and qualified.

**ARTICLE II
CONDITIONS TO MERGER**

The obligations of the Constituent Companies to consummate the Merger are subject to satisfaction of the following conditions:

2.1 **AUTHORIZATION.** The holders of at least a majority of the outstanding shares of each class of capital stock of the Constituent Companies entitled to vote thereon shall have approved this Merger Agreement and the Merger. All necessary action shall have been taken to authorize the execution, delivery and performance of this Merger Agreement by each of the Constituent Companies.

**ARTICLE III
GENERAL PROVISIONS**

3.1 **BINDING AGREEMENT.** This Merger Agreement shall be binding upon and shall inure to the benefit of the parties and their respective successors and assigns; provided, however, that this Merger Agreement may not be assigned by any party without the written consent of the other party.

3.2 **AMENDMENTS.** The Boards of Directors of Genex and GXI may amend this Merger Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Iowa, and Officer's Certificates with the Secretary of State of California, provided that an amendment made subsequent to the adoption of this Merger Agreement by the shareholders of either Genex and GXI shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of Genex or GXI, (ii) alter or change any term of the Certificate of Incorporation or By-laws of the Surviving Company, or (iii) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any class or series of units of capital stock of either Genex or GXI.

3.3 **FURTHER ASSURANCES.** From time to time, as and when required by GXI or by its successors or assigns, there shall be executed and delivered on behalf of Genex such deeds and other instruments, and there shall be taken or caused to be taken by Genex such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by Statutes the title to and possession of all the property, rights, privileges, powers, franchises, assets, immunities and authority of Genex and otherwise to carry out the purposes of this Merger Agreement. The officers and Directors of GXI are fully authorized in the name and on behalf of Genex or otherwise to take any and all such action and to execute and deliver any and all such deeds or other instruments.

3.4 **ABANDONMENT.** At any time before the Effective Date of the Merger, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Genex or GXI, or by both, by the adoption of appropriate resolutions and written notification thereof to the other party to the Merger, notwithstanding the approval of this Merger Agreement by the shareholders of Genex or GXI, or by both. In the event of the termination of this Merger Agreement and the abandonment of the Merger pursuant to the provisions of this section, this Merger Agreement shall become void and have no effect, without any liability on the part of either of the Constituent Companies or their respective officers, Directors or shareholders in respect thereof.

3.5 GOVERNING LAW. This Merger Agreement shall be construed, interpreted and enforced in accordance with and governed by the laws of the State of Iowa and, so far as applicable, the merger provisions of the Statutes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Merger Agreement to be signed in its name by its duly authorized officer as of the date first written above.

GENEX

A California corporation

By: _____
Name: John S. Zieser
Title: Chairman of Board of Directors

By: _____
Name: Joseph H. Ceryanec
Title: President

By: _____
Name: Norbert W. Kaut
Title: Secretary

GXI, INC.

An Iowa corporation

By: _____
Name: John S. Zieser
Title: Chairman of Board of Directors

By: _____
Name: Joseph H. Ceryanec
Title: President


By: _____
Name: Norbert W. Kaut
Title: Secretary

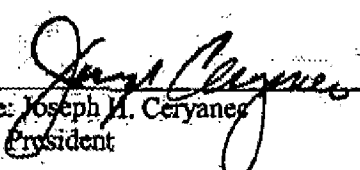
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IN WITNESS WHEREOF, each of the undersigned corporations has caused this Merger Agreement to be signed in its name by its duly authorized officer as of the date first written above.

GENEX

A California corporation

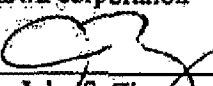
By: 
Name: John S. Zieser
Title: Chairman of Board of Directors

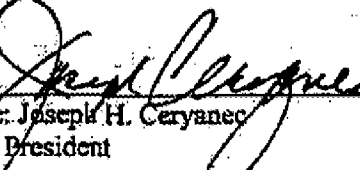
By: 
Name: Joseph H. Ceryanec
Title: President

By: 
Name: Norbert W. Kaut
Title: Secretary

GXI, INC.

An Iowa corporation

By: 
Name: John S. Zieser
Title: Chairman of Board of Directors

By: 
Name: Joseph H. Ceryanec
Title: President

By: 
Name: Norbert W. Kaut
Title: Secretary

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