

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM526403

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	05/03/2019
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mirror Transitory Subsidiary, Inc.		05/03/2019	Corporation: DELAWARE

## NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Managed by Q Inc	05/03/2019	Corporation: DELAWARE

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

<b>Name:</b>	Mirror Transitory Subsidiary, Inc.
<b>Street Address:</b>	115 West 18th Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10011
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
<b>Registration Number:</b>	5495365	THE EFFORTLESS OFFICE
<b>Registration Number:</b>	5290508	Q
<b>Registration Number:</b>	5212751	MANAGED BY Q
<b>Registration Number:</b>	5332969	THE OPERATING SYSTEM FOR OFFICES
<b>Registration Number:</b>	5332970	WE'RE BUILDING AN OPERATING SYSTEM FOR O
<b>Registration Number:</b>	5290761	Q - A H

## CORRESPONDENCE DATA

Fax Number: 8777697945

*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: 858-678-5070

Email: tmdoctc@fr.com

Correspondent Name: Nancy Ly

TRADEMARK

**Address Line 1:** P.O. Box 1022  
**Address Line 4:** Minneapolis, MINNESOTA 55440-1022

**ATTORNEY DOCKET NUMBER:** 438310001002

**NAME OF SUBMITTER:** Nancy Ly

**SIGNATURE:** /nll/

**DATE SIGNED:** 06/04/2019

**Total Attachments: 9**

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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 CERTIFICATE OF MERGER, WHICH MERGES:

"MIRROR TRANSITORY SUBSIDIARY, INC.", A DELAWARE CORPORATION, WITH AND INTO "MANAGED BY Q INC" UNDER THE NAME OF "MIRROR TRANSITORY SUBSIDIARY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRD DAY OF MAY, A.D. 2019, AT 11:40 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

5442736 8100M  
SR# 20193500806

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

Authentication: 202759643  
Date: 05-03-19

TRADEMARK  
REEL: 006699 FRAME: 0015

**CERTIFICATE OF MERGER**

**MERGING**

**MIRROR TRANSITORY SUBSIDIARY, INC.**

(a Delaware corporation)

WITH AND INTO

**MANAGED BY Q INC**

(a Delaware corporation)

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Pursuant to Title 8, Section 251 of the Delaware General Corporation Law

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Managed by Q Inc, a Delaware corporation (the "Company"), does hereby certify the following information related to the merger of Mirror Transitory Subsidiary, Inc., a Delaware corporation (the "Transitory Sub") with and into the Company (the "Merger"):

FIRST: The Company and the Transitory Sub are the constituent corporations to the Merger, and each is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger, dated as of April 3, 2019, by and among the Company, the Transitory Sub and the other parties thereto (the "Merger Agreement"), setting forth the terms and conditions of the Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be Mirror Transitory Subsidiary, Inc. (the "First Step Surviving Entity").

FOURTH: Upon the effectiveness of the filing of this Certificate of Merger, the Fifth Amended and Restated Certificate of Incorporation of the Company as in effect immediately prior to the Merger shall be amended and restated in its entirety as set forth in Exhibit A attached hereto, and as so amended and restated shall constitute the Certificate of Incorporation of the First Step Surviving Entity.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the First Step Surviving Entity, located at c/o WeWork Companies, Inc., 115 West 18<sup>th</sup> Street, New York, NY 10011.

SEVENTH: A copy of the Merger Agreement will be furnished by the First Step Surviving Entity, on request and without cost, to any stockholder of either constituent corporation.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the First Step Surviving Entity has executed this Certificate of Merger to be duly executed by an authorized officer this 3rd day of May 2019.

MANAGED BY Q INC

By: Chris Davis

Name: Chris Davis

Title: CFO

Exhibit A

[See attached]

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
“MIRROR TRANSITORY SUBSIDIARY, INC.”

ARTICLE I

Name

The name of the corporation is Mirror Transitory Subsidiary, Inc. (the “Corporation”).

ARTICLE II

Address; Registered Office and Agent

The address of the Corporation’s registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, DE 19808-1674, New Castle County, and the name of its registered agent at such address is Corporation Service Company.

ARTICLE III

Purposes

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

ARTICLE IV

Number of Shares

The total number of shares of stock that the Corporation shall have authority to issue is 100, all of which shall be shares of Common Stock with the par value of \$0.01 per share.

ARTICLE V

Election of Directors

Unless and except to the extent that the By-laws of the Corporation (the “By-laws”) shall so require, the election of directors of the Corporation need not be by written ballot.



## ARTICLE VI

### Limitation of Liability

To the fullest extent permitted under the DGCL, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment or repeal of this Article VII shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment or repeal.

## ARTICLE VII

### Indemnification

7.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is a director or officer of the Corporation or, while a director or officer of the Corporation, is serving at the request of the Corporation as a director or officer of another entity or enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (except for judgments, fines and amounts paid in settlement in any action or suit by or in the right of the Corporation to procure a judgment in its favor) actually and reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 8.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board of Directors of the Corporation (the "Board"). In the event any other person is a Covered Person, the Corporation may, elect, in its sole discretion, to indemnify and hold harmless such persons in accordance with the terms of this Section 8.1.

7.2 Prepayment of Expenses. To the extent not prohibited by applicable law, the Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VIII or otherwise.

7.3 Claims. If a claim for indemnification or advancement of expenses under this Article VIII is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of

proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

7.4 Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VIII shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the By-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7.5 Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who is serving at its request as a director or officer of another entity or enterprise shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other entity or enterprise.

7.6 Amendment or Repeal. Any amendment or repeal of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such amendment or repeal.

7.7 Other Indemnification and Prepayment of Expenses. This Article VIII shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

## ARTICLE VIII

### Adoption, Amendment or Repeal of By-Laws

The Board is authorized to adopt, amend or repeal the By-laws.

## ARTICLE IX

### Directors

The name and mailing address of the persons who are to serve as the directors of the Corporation, or until their successors are duly elected and qualified, are set forth below:

Name	Mailing Address
Jared DeMatteis	WeWork Companies Inc. 115 West 18th Street NY, NY 10011
Mark FitzPatrick	WeWork Companies Inc. 115 West 18th Street NY, NY 10011

## ARTICLE X

### Certificate Amendments

The Corporation reserves the right at any time, and from time to time, to amend or repeal any provision contained in this Certificate of Incorporation, and add other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation (as amended) are granted subject to the rights reserved in this Article.