

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM534431

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2017
RESUBMIT DOCUMENT ID:	900508410

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Datalink Corporation		05/01/2017	Corporation: MINNESOTA

RECEIVING PARTY DATA

Name:	Insight Direct USA, Inc.
Street Address:	6820 South Harl Avenue
City:	Tempe
State/Country:	ARIZONA
Postal Code:	85283
Entity Type:	Corporation: ILLINOIS

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2459543	DATALINK
Registration Number:	2902860	DATALINK
Registration Number:	4011401	DATALINK
Registration Number:	2573148	DATALINK
Registration Number:	2902843	DATALINK
Registration Number:	3890069	DATALINK ONECALL

CORRESPONDENCE DATA

Fax Number: 3122076400

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: 312-207-1000

Email: ipdocket-chi@reedsmith.com

Correspondent Name: Nina Habib Borders

Address Line 1: 10 South Wacker Drive

Address Line 2: Reed Smith, LLP

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Nina Habib Borders
SIGNATURE:	/Nina Habib Borders/

DATE SIGNED:

07/31/2019

Total Attachments: 9

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 1, 2017

5777-386-3

NATIONAL CORPORATE RESEARCH, LTD.
600 S SECOND ST STE 404
SPRINGFIELD IL 62704

RE INSIGHT DIRECT USA, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORM BCA 14.35) AND FILE IT IN THIS OFFICE WITHIN SIXTY (60) DAYS OF THE EFFECTIVE DATE OF THE MERGER. THIS FORM IS AVAILABLE ON OUR WEBSITE AT WWW.CYBERDRIVEILLINOIS.COM. CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

Filing fee is \$100, but if merger or
 consolidation involves more than two
 corporations, submit \$50 for each
 additional corporation.

FILED

MAY 01 2017

**JESSE WHITE
 SECRETARY OF STATE**

File # 57773863 Filing Fee: \$ 100.00 Approved lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Insight Direct USA, Inc.</u>	<u>Illinois</u>	<u>57773863</u>
<u>Datalink Corporation</u>	<u>Minnesota</u>	<u>56800271</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Insight Direct USA, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

The Plan of Merger is attached hereto and hereby made a part hereof.

5. The ~~consolidation~~ ^{merger} was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 -- 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Datalink Corporation</u>	<u>1,000 Common</u>	<u>1,000 Common</u>
<u>Insight Direct USA, Inc.</u>	<u>43,010 Common</u>	<u>43,010 Common</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated May 1, 2017 INSIGHT DIRECT USA, INC.
Month Day Year Exact Name of Corporation
Michael R. Walker
Any Authorized Officer's Signature
MICHAEL L WALKER, ASST. SEC.
Name and Title (type or print)

Dated May 1, 2017 DATALINK CORPORATION
Month Day Year Exact Name of Corporation
[Signature]
Any Authorized Officer's Signature
LYNN WILLEN, TREASURER & SVP
Name and Title (type or print)

Dated _____, _____
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of May 1, 2017, is made by and between Datalink Corporation, a Minnesota corporation ("Datalink"), which is a wholly-owned subsidiary of Insight North America, Inc., an Arizona corporation ("INA"), and Insight Direct USA, Inc., an Illinois corporation (the "Company"), which is also a wholly-owned subsidiary of INA (Datalink and the Company, each individually, a "Party" and collectively, the "Parties").

RECITALS

WHEREAS, pursuant to Section 302A.601 of the Minnesota Business Corporation Act (as amended, the "MBCA"), and Section 11.30 of the Illinois Business Corporation Act of 1983 (as amended, the "IBCA"), Datalink and the Company desire to effect a merger whereby Datalink will merge with and into the Company, with the Company continuing as the Surviving Entity (as defined below) in such merger, all in accordance with the terms set forth herein.

WHEREAS, the shareholders of Datalink, by means of adoption of written consent signed by the holders of all of the outstanding shares of the Company entitled to vote, and otherwise in accordance with Section 302A.441 and Section 302A.613 of the MBCA, have approved and declared advisable this Agreement and the transactions contemplated hereby, including the Merger (as defined below).

WHEREAS, the shareholders of the Company, by means of adoption of written consent signed by the holders of all of the outstanding shares of the Company entitled to vote, and otherwise in accordance with Section 7.10 and Section 11.20 of the IBCA, have approved and declared advisable this Agreement and the transactions contemplated hereby, including the Merger.

WHEREAS, the Board of Directors of the Company and the Board of Directors of Datalink have approved and declared advisable this Agreement and the transactions contemplated hereby, including the Merger (as defined below).

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the Parties agree that Datalink shall be merged with and into the Company and that the terms and conditions of the Merger, the mode of carrying the Merger into effect and certain other provisions relating thereto shall be as hereinafter set forth.

ARTICLE 1. THE MERGER

1.1 **Merger; The Surviving Entity.** At the Effective Time (as defined below) and in accordance with the terms and conditions of this Agreement, the MBCA and the IBCA, Datalink shall be merged with and into the Company (the "Merger"). Immediately following the Merger, the separate corporate existence of Datalink shall cease, and the Company shall continue its existence as the surviving entity in the Merger (the Company after the Merger being referred to herein as the "Surviving Entity"). The corporate existence of the Company shall continue unaffected and unimpaired by the Merger and, as the Surviving Entity, it shall be governed by the laws of the State of Illinois.

1.2 Articles of Merger: Effective Time. The Parties shall file the Articles of Merger (the "Minnesota Articles of Merger") with the Secretary of State of the State of Minnesota and the Articles of Merger (the "Illinois Articles of Merger") with the Secretary of State of the State of Illinois, in each case, as soon as practicable after the execution and delivery of this Agreement by the Parties, and shall take such further steps as shall be reasonably required to cause the Merger to be effective as of the Effective Time. The Merger shall become effective as of May 1, 2017 (the "Effective Time").

1.3 Effects of the Merger. At the Effective Time, the effects of the Merger shall be as provided by this Agreement and the applicable provisions of the MBCA and the IBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, by virtue of the Merger and without any action on the part of any Party:

(a) Immediately following the Merger, the name of the Surviving Entity shall be "Insight Direct USA, Inc.";

(b) The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until altered or amended in accordance with the provisions thereof and the IBCA;

(c) The Bylaws of the Company (the "Bylaws"), as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until altered, amended or repealed in accordance with the provisions thereof and the IBCA;

(d) The directors and officers of the Company in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity, with each director and officer retaining his or her respective positions, from and after the Effective Time until their respective successors are duly elected and qualified;

(e) The designated registered agent for service of process for the Company immediately prior to the Effective Time will be the registered agent for service of process for the Surviving Entity; and

(f) All the properties, rights, privileges, immunities, powers and franchises of the Company and Datalink shall vest in the Surviving Entity, and all debts, liabilities, obligations and duties of the Company and Datalink shall become the debts, liabilities, obligations and duties of the Surviving Entity.

ARTICLE 2. CANCELLATION AND CONVERSION OF SHARES

2.1 At the Effective Time, by virtue of the Merger and without any further action on the part of Datalink or the Company (or the Surviving Entity), each share of stock then held by INA shall automatically be canceled and retired and shall cease to exist, and no consideration will be delivered in exchange therefor.

ARTICLE 3. TERMINATION OR ABANDONMENT

3.1 At any time prior to (a) the filing of the Articles of Merger with the Secretary of State of the State of Illinois and (b) the filing of the Articles of Merger with the Secretary of State of the State of Minnesota, the board of directors of Company or the board of directors of Datalink may terminate this Agreement and abandon the Merger to the extent permitted by law or may amend this Agreement pursuant to a writing signed by the Parties.

ARTICLE 4. MISCELLANEOUS

4.1 Further Action. If, after the Effective Time, the Surviving Entity considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Entity the title to any property, rights, interest, privileges, powers or franchises of the Company or Datalink or otherwise to carry out the provisions of this Agreement, the directors or officers of Datalink last in office shall execute and deliver, upon the Surviving Entity's reasonable request, any and all conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts reasonably necessary to effectuate such vesting, perfection, confirmation or recording in the Surviving Entity.

4.2 Captions, Counterparts and Signatures. The captions in this Agreement are for convenience only and shall not be considered a part, or affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in separate counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument. A photocopy, facsimile or other electronic transmission of any signature necessary to authorize, adopt or execute this Agreement or any other document necessary to effect the Merger will be treated for all purposes as an original signature.

4.3 Binding Effect: No Third-Party Beneficiary. This Agreement shall be binding upon and shall inure to the benefit of the Parties, and nothing express or implied in this Agreement is intended or shall be construed to confer upon or give any other person any right, benefit or remedy under or by reason of this Agreement.

4.4 Entire Agreement. This Agreement constitutes the entire agreement of the Parties in respect of the subject matter hereof, and supersedes any and all prior agreements or understandings between the Parties in respect of such subject matter.


4.5 Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Illinois.

4.6 Severability. If any provision of this Agreement or the application thereof in any circumstance, is held invalid, illegal, or unenforceable by a court of competent jurisdiction, the validity, legality, and enforceability of any such provision in every other respect and of the remaining provisions of this Agreement shall not be effected or impaired thereby.


[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be duly executed by its duly authorized officer as of the day and time first written above.

DATALINK CORPORATION, a
Minnesota corporation

By: 
Name: Glynis A. Bryan
Title: Chief Financial Officer

INSIGHT DIRECT USA, INC., an Illinois
corporation

By: 
Name: Kenneth T. Lamneck
Title: Chief Executive Officer

[Signature Page to Agreement and Plan of Merger]