

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM552031

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Name of the conveying party and name of the receiving party previously recorded on Reel 005934 Frame 0592. Assignor(s) hereby confirms the Entity Conversion.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Daxko, Inc.		11/09/2016	Corporation:
RECEIVING PARTY DATA			
Name:	Daxko Holding LLC		
Street Address:	1209 Orange Street		
Internal Address:	c/o The Corporation Trust Company		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4216787	SOFTWARE THAT MAKES A DIFFERENCE. PEOPLE	
Registration Number:	4216788	ALL TOGETHER, BETTER	
CORRESPONDENCE DATA			
Fax Number:	6152524707		
<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:	615.252.4639		
Email:	jne@bradley.com		
Correspondent Name:	Jacob W Neu		
Address Line 1:	1600 Division Street		
Address Line 2:	Suite 700		
Address Line 4:	Nashville, TENNESSEE 37203		
NAME OF SUBMITTER:	Jacob W Neu		
SIGNATURE:	/jacobwneu/		
DATE SIGNED:	12/05/2019		
Total Attachments: 12			
source=DAXCOassignment-tm-5934-0592#page1.tif			

OP \$65.00 4216787

source=DAXCOassignment-tm-5934-0592#page2.tif
source=DAXCOassignment-tm-5934-0592#page3.tif
source=DAXCOassignment-tm-5934-0592#page4.tif
source=DAXCOassignment-tm-5934-0592#page5.tif
source=DAXCOassignment-tm-5934-0592#page6.tif
source=DAXCOassignment-tm-5934-0592#page7.tif
source=DAXCOassignment-tm-5934-0592#page8.tif
source=DAXCOassignment-tm-5934-0592#page9.tif
source=DAXCOassignment-tm-5934-0592#page10.tif
source=DAXCOassignment-tm-5934-0592#page11.tif
source=DAXCOassignment-tm-5934-0592#page12.tif

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407505

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Daxco, Inc.		11/09/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Daxco Holding LLC		
Street Address:	1209 Orange Street		
Internal Address:	c/o The Corporation Trust Company		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4216788	ALL TOGETHER, BETTER	
Registration Number:	4216787	SOFTWARE THAT MAKES A DIFFERENCE. PEOPLE	
CORRESPONDENCE DATA			
Fax Number:	6172359493		
<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:	617-951-7169		
Email:	catherine.murray@ropesgray.com		
Correspondent Name:	Catherine Murray		
Address Line 1:	Prudential Building, 800 Boylston Street		
Address Line 2:	Ropes & Gray, LLP		
Address Line 4:	Boston, MASSACHUSETTS 02199-3600		
ATTORNEY DOCKET NUMBER:	111120-0007-006		
NAME OF SUBMITTER:	Catherine Murray		
SIGNATURE:	/cmurray/		
DATE SIGNED:	12/02/2016		
Total Attachments: 10			
source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward) DELAWARE#page1.tif			

CH \$65.00 4216788

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page2.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page3.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page4.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page5.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page6.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page7.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page8.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page9.tif

source=Active_59823255_1_DAXKO Holding LLC- Certified Charter (Amended and Restated Forward)
DELAWARE#page10.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "DAXKO HOLDING LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTH DAY OF MARCH, A.D. 2014, AT 5:20 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE NINTH DAY OF NOVEMBER, A.D. 2016, AT 10:21 O`CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF NOVEMBER, A.D. 2016, AT 10:21 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4563226 8100X
SR# 20166775033

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203391365
Date: 11-23-16

TRADEMARK
REEL: 006900 FRAME: 0595

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:20 PM 03/05/2014
FILED 05:20 PM 03/05/2014
SRV 140292694 - 4563226 FILE

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DAXKO, INC.**

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

FIRST: The name of the Corporation is DAXKO, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 17, 2008 and was amended and restated on June 26, 2008 and was amended and restated again on June 10, 2009.

SECOND: This Third Amended and Restated Certificate of Incorporation amends and restates the Second Amended and Restated Certificate of Incorporation of the Corporation and has been duly adopted and approved by a majority of the stockholders and directors of the Corporation in accordance with Sections 228, 242 and 245 of the DGCL.

THIRD: The text of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Article I
Name

The name of the Corporation is DAXKO, Inc. (the "**Corporation**").

Article II
Purpose and Powers

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**"). The Corporation shall have and may exercise any and all power which a corporation incorporated under the DGCL may have, including, without limitation, any and all power necessary or helpful to engage in such acts and activities.

Article III
Registered Office

The address of the registered office of the Corporation in the State of Delaware shall be located at c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 in New Castle County. The registered agent of the Corporation at such address shall be Corporation Service Company.

Article IV
Authorized Shares

A. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is one hundred (100) shares of Common Stock, par value \$0.001 per share (the "**Common Stock**").

B. As of the date and time this Third Amended and Restated Certificate of Incorporation shall become effective under the laws of the State of Delaware (the "**Effective Time**"), the issued and outstanding shares of capital stock of the Company as of the Effective Time (the "**Existing Stock**") shall

be automatically converted, without any further act, into one hundred (100) fully paid and non-assessable shares of Common Stock and any other shares of the capital stock of the Company authorized but not issued as of the Effective Time (other than the shares of Common Stock set forth in Part A above) shall be cancelled. As of the Effective Time, all dividends accrued and/or declared on or with respect to the Existing Stock shall be and hereby are forgiven and cancelled.

Article V
Reserved

Article VI
Board of Directors

A. **Number; Election.** The initial number of directors shall be between one (1) and five (5) and directors shall be elected in accordance with the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot.

B. **Limitation of Liability.** To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of its fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

Article VII
Indemnification

A. **Availability of Indemnification.** Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether by or in the right of the Corporation or otherwise (a "**Proceeding**"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the Corporation (and any successor to the Corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and (except as provided herein) procedures set forth in the DGCL, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the Corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; **provided, however,** that the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Corporation's Board of Directors (the "**Board**"). Persons who are not directors or officers of the Corporation and are not so serving at the request of the Corporation may but

need not be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The indemnification conferred in this Article VII also shall include the right to be paid by the Corporation (and such successor) the expenses (including attorneys' fees) incurred in the defense of or other involvement in any such Proceeding in advance of its final disposition; provided, however, that, if and to the extent the DGCL requires, the payment of such expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so paid in advance if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VII or otherwise; and provided further, that, such expenses incurred by other employees and agents may be so paid in advance upon such terms and conditions, if any, as the Board deems appropriate.

B. Non-exclusivity. The rights to indemnification and advance payment of expenses provided by Part A of this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

C. Survival of Indemnification. The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, Part A of this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, partner or agent and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such person.

D. Insurance. The Board may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

E. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any indemnified person and such person's heirs, executors and administrators.

Article VIII **Amendment of Bylaws**

In furtherance and not in limitation of the powers conferred by the DGCL, the Board is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation including but not limited to any bylaws adopted by the stockholders.

Article IX **Negation of Preemptive Rights**

Except as otherwise provided in this Certificate of Incorporation or in a written agreement between the stockholder and the Corporation, no stockholder shall have any preemptive right to subscribe to any additional issue of stock or to any security convertible into stock solely by virtue of being a stockholder of the Corporation.

Article X
Renunciation of Interests in Excluded Opportunity

The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "**Excluded Opportunity**" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries (collectively, "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person primarily in such Covered Person's capacity as a director of the Corporation.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Corporation has caused this Third Amended and Restated Certificate of Incorporation to be signed by the undersigned duly authorized officer of the Corporation on March 5, 2014.

DAXKO, INC.

By: Jon DS
Name: Jonathan Sides
Title: Vice President, Secretary and
Treasurer

(Signature Page to Third Amended and Restated Certificate of Incorporation)

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY

**CERTIFICATE OF FORMATION
OF
DAXKO HOLDING LLC**

*Pursuant to Title 6, Chapter 18, Sections 201 and 204
of the Delaware Code*

This Certificate of Formation of DAXKO HOLDING LLC is being duly executed and filed by Winston H. Gillum, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.), as amended from time to time.

FIRST: The name of the limited liability company is DAXKO HOLDING LLC.

SECOND: The address of the registered office of the limited liability company in the State of Delaware is:

The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801
County of New Castle

THIRD: The name and address of the registered agent of the limited liability company for service of process on the limited liability company in the State of Delaware is:

The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801
County of New Castle

FOURTH: The effective time of the formation shall be upon the filing of this Certificate of Formation with the Secretary of State of the State of Delaware.

[signature page follows]

N WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 9th day of November, 2016.

By: Winston H. Gillum
Name: Winston H. Gillum
Title: Authorized Person

[Signature Page to Certificate of Formation of DAXKO HOLDING LLC]

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

This Certificate of Conversion is being filed for the purpose of converting “DAXKO, Inc.,” a Delaware corporation (the “Corporation”), to a Delaware limited liability company to be named “DAXKO HOLDING LLC” (the “Limited Liability Company”) pursuant to Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation first formed is June 17, 2008.
4. The name of the Corporation immediately prior to filing this Certificate is “DAXKO, Inc.”
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is “DAXKO HOLDING LLC”.
6. The effective time of the conversion of the Corporation into DAXKO HOLDING LLC shall be upon the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware.
7. A certificate of formation for DAXKO HOLDING LLC is being filed simultaneously with this Certificate of Conversion.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 9th day of November, 2016.

DAXKO, INC.

By: Winston H. Gillum

Name: Winston H. Gillum

Title: Chief Financial Officer, Vice President,
Secretary and Treasurer

[Signature Page to Certificate of Conversion]