

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM552306

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/17/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Total System Services, Inc.		09/17/2019	Corporation: GEORGIA

RECEIVING PARTY DATA

Name:	Global Payments Inc.
Street Address:	3550 Lenox Road
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30342
Entity Type:	Corporation: GEORGIA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	73796783	ACE
Serial Number:	78355068	CENTRE SUITE
Serial Number:	78448276	CENTRESUITE
Serial Number:	77362428	MY CARE CARD
Serial Number:	77367215	MY CARE CARD
Serial Number:	88229568	NGENUITY
Serial Number:	76336425	PAYFUSE
Serial Number:	85539367	PEOPLE-CENTERED PAYMENTS
Serial Number:	74502532	PROCARD
Serial Number:	76170487	SMARTONE
Serial Number:	77155366	THE ACTION BEHIND THE TRANSACTION
Serial Number:	74012233	TOTAL SYSTEM SERVICES, INC.
Serial Number:	75692501	TS1
Serial Number:	74326172	TS2
Serial Number:	76548201	TSYS
Serial Number:	77392314	TSYS
Serial Number:	76236780	TSYS
Serial Number:	76548200	TSYS

CH \$565.00 73796783

Property Type	Number	Word Mark
Serial Number:	77392564	TSYS
Serial Number:	86968248	UNLOCKING PAYMENT OPPORTUNITIES
Serial Number:	88387486	UNLOCKING PAYMENT POSSIBILITIES
Serial Number:	88440160	WE KEEP MONEY MOVING.

CORRESPONDENCE DATA

Fax Number: 6784209301
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: 678-420-9300
Email: tmdocketing@ballardspahr.com
Correspondent Name: Lawrence K. Nodine
Address Line 1: 999 Peachtree Street, NE, Suite 1000
Address Line 2: Ballard Spahr LLP
Address Line 4: Atlanta, GEORGIA 30309-3915

ATTORNEY DOCKET NUMBER:	TSYS/GP Merger: 00328483
NAME OF SUBMITTER:	Lawrence K. Nodine
SIGNATURE:	/Lawrence K. Nodine/
DATE SIGNED:	12/06/2019

Total Attachments: 8
source=TSYS-Global Payments Merger#page1.tif
source=TSYS-Global Payments Merger#page2.tif
source=TSYS-Global Payments Merger#page3.tif
source=TSYS-Global Payments Merger#page4.tif
source=TSYS-Global Payments Merger#page5.tif
source=TSYS-Global Payments Merger#page6.tif
source=TSYS-Global Payments Merger#page7.tif
source=TSYS-Global Payments Merger#page8.tif

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **09/17/2019**. Attached is a true and correct copy of the said filing.

Surviving Entity:

GLOBAL PAYMENTS INC., a Domestic Profit Corporation

Nonsurviving Entity/Entities:

TOTAL SYSTEM SERVICES, INC., a Domestic Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **09/17/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

CERTIFICATE OF MERGER
OF
TOTAL SYSTEM SERVICES, INC.
WITH AND INTO
GLOBAL PAYMENTS INC.

In accordance with Section 14-2-1105(b) of the Georgia Business Corporation Code (the "Code"), Global Payments Inc. executes the following Certificate of Merger:

1. Pursuant to the Agreement and Plan of Merger, dated as of May 27, 2019 (the "Plan of Merger"), by and between Total System Services, Inc. ("TSYS"), a Georgia corporation, and Global Payments Inc. ("Global Payments"), a Georgia corporation, TSYS shall be merged with and into Global Payments (the "Merger").
2. Global Payments shall be the surviving corporation resulting from the Merger.
3. The executed Plan of Merger is on file at Global Payments' principal place of business located at 3550 Lenox Road, Atlanta, Georgia. A copy of the Plan of Merger will be furnished by Global Payments, on request and without cost, to any shareholder of Global Payments or TSYS.
4. The Plan of Merger was duly approved by the shareholders of each of Global Payments and TSYS.
5. The Second Amended and Restated Articles of Incorporation of Global Payments are amended and restated in connection with the Merger, and the Third Amended and Restated Articles of Incorporation of Global Payments are attached to this Certificate of Merger as Exhibit A.
6. Global Payments will deliver the request for publication of a notice of filing of this Certificate of Merger and payment therefor as required by Section 14-2-1105.1(b) of the Code.
7. This Certificate of Merger shall become effective as of 11:59 P.M. on September 17, 2019.

[Signature on following page]

Exhibit A

[see attached]

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GLOBAL PAYMENTS INC.**

ARTICLE ONE

NAME

The name of the corporation is Global Payments Inc. (the "Corporation").

ARTICLE TWO

CAPITALIZATION

The Corporation shall have authority, to be exercised by the board of directors, to issue no more than (i) Four Hundred Million (400,000,000) shares of common stock, without par value, which shall be entitled to one vote per share and shall be entitled to receive the net assets of the Corporation upon dissolution and (ii) Five Million (5,000,000) shares of preferred stock, without par value. Shares of preferred stock may be issued from time to time in one or more classes or series, each such class or series to be so designated as to distinguish the shares thereof from the shares of all other classes and series. The Board of Directors is hereby vested with the authority to divide preferred stock into classes or series and to fix and determine the relative rights, preferences, qualifications, and limitation of the shares of any class or series so established.

ARTICLE THREE

BOARD OF DIRECTORS

3.1 Board of Directors. The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the Corporation's Bylaws. At each annual meeting of shareholders, directors shall be elected for a term expiring at the next annual meeting of shareholders and upon the election and qualification of their respective successors.

3.2 Removal. Directors may only be removed from the Board of Directors for cause and only at a special meeting of shareholders called for such a purpose by the affirmative vote of at least two-thirds (2/3) of the total number of votes of the then outstanding shares of the Corporation's capital stock entitled to vote in the election of directors and only if notice of such proposal was contained in the notice of such meeting. Any vacancy in the Board of Directors resulting from such removal shall be filled in accordance with Section 3.3 hereof. For purposes of this Section, "cause" shall mean only (a) conviction of a felony, (b) declaration of unsound mind or order of a court, (c) gross dereliction of duty, (d) commission of an action involving moral turpitude, or (e) commission of an action which constitutes intentional misconduct or a

knowing violation of law if such action in either event results both in an improper substantial personal benefit and a material injury to the Corporation.

3.3 Vacancies and Changes of Authorized Number. All vacancies and any newly created directorship resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director. Each director chosen in accordance with this Section shall hold office until the next annual meeting of shareholders, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

ARTICLE FOUR

CONSTITUENCY CONSIDERATIONS

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation, the communities in which offices or other establishments of the Corporation are located, and all other factors such directors consider pertinent; provided, however, that this Article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency and right to be considered.

ARTICLE FIVE

AMENDMENT OF BYLAWS

Except as otherwise provided in this Article Five, the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by (a) the affirmative vote of the holders of two-thirds (2/3) of the shares of stock then outstanding and entitled to vote in the election of directors, or (b) the Board of Directors of the Corporation, but any Bylaw adopted by the Board of Directors may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of the holders of two-thirds (2/3) of the shares of stock entitled to vote in the election of directors. The shareholders may prescribe, by so expressing in the action they take in amending or adopting any Bylaw or Bylaws, that the Bylaw or Bylaws so amended or adopted by them shall not be altered, amended or repealed by the Board Directors. Notwithstanding the foregoing, Section 4.05 of the Bylaws may not be modified, amended or repealed except by the affirmative vote of the holders of a majority of the shares of stock then outstanding and entitled to vote in the election of directors.

ARTICLE SIX

LIMITATION OF DIRECTOR LIABILITY

6.1 Limitation of Liability. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability:

- (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or
- (iv) for any transaction from which the director received an improper personal benefit.

6.2 Repeal or Modification of this Article. Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

6.3 Additional Provisions. If the Georgia Business Corporation Code is amended, after this Article becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Georgia Business Corporation Code, as so amended.

6.4 Severability. In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.


These Third Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval and were duly adopted in accordance with the applicable provisions of Section 14-2-1003 of the Georgia Business Corporation Code by the Board of Directors of the Corporation on May 27, 2019 and by the shareholders of the Corporation on August 29, 2019.

These Third Amended and Restated Articles of Incorporation supersede the Second Amended and Restated Articles of Incorporation and all amendments thereto.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Third Amended and Restated Articles of Incorporation to be executed by its duly authorized officer on this 17th day of September, 2019.

GLOBAL PAYMENTS INC.

By:  _____
Name: David Green
Title: Executive Vice President, General
Counsel and Corporate Secretary