

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM553957

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
International Expeditions, Inc.		09/30/2019	Corporation:

RECEIVING PARTY DATA

Name:	Zegrahm Expeditions, Inc.
Street Address:	3131 Elliott Avenue
Internal Address:	Suite 250
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98121
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	5142667	IE
Registration Number:	4767867	DISCOVER YOUR TRUE NATURE
Registration Number:	4279296	WORLD LEADER IN NATURE TRAVEL
Registration Number:	4356708	INTERNATIONAL EXPEDITIONS
Registration Number:	4556904	LA ESTRELLA AMAZONICA
Registration Number:	3264458	PARK EAST
Registration Number:	3685037	WORLD LEADER IN NATURE TRAVEL
Registration Number:	3567191	THE GREATEST VOYAGE IN NATURAL HISTORY
Registration Number:	3674155	LIFELONG LEARNING
Registration Number:	2338390	INTERNATIONAL EXPEDITIONS INC
Registration Number:	2059241	WINGS OVER THE OKAVANGO SAFARI
Registration Number:	1607702	WINGS OVER THE NILE

CORRESPONDENCE DATA

Fax Number:

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: 404-322-6285

CH \$315.00 5142667

Email: kevin.fogle@nelsonmullins.com
Correspondent Name: Kevin O. Fogle
Address Line 1: 201 17th Street NW
Address Line 2: Suite 1700
Address Line 4: Atlanta, GEORGIA 30363

NAME OF SUBMITTER: Kevin O. Fogle

SIGNATURE: /Kevin O. Fogle/

DATE SIGNED: 12/18/2019

Total Attachments: 4

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**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
OF INTERNATIONAL EXPEDITIONS, INC. WITH AND INTO
ZEGRAHM EXPEDITIONS, INC.**

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is made and entered into effective this 30th day of September 2019 by and International Expeditions, Inc. a Delaware corporation ("IE"), and Zegrahm Expeditions, Inc., a Delaware corporation ("ZE") (IE and ZE being sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations").

WITNESSETH:

WHEREAS, IE is a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, ZE is a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, Mariner Expeditions, Inc. is the Sole Shareholder of both IE and ZE; and

WHEREAS, the laws of the State of Delaware permit a merger of the Constituent Corporations; and

WHEREAS, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that the merger of IE with and into ZE on the terms and conditions hereinafter set forth is advisable (the "Merger"), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the shareholder of the Constituent Corporations for its approval and have recommended to such shareholder approval of the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that as a result of the Merger, a Certificate of Merger shall be filed with the Delaware Department of State; and

WHEREAS, the Constituent Corporations have resolved that IE be merged with and into ZE, creating a single corporation existing under the laws of the State of Delaware, to wit, ZE, which shall be the surviving corporation in a transaction qualifying as a liquidation within the meaning of Section 332 of the Internal Revenue Code; and

WHEREAS, this Plan of Merger shall become effective on September 30, 2019 (the "Effective Date").

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Delaware (the "Delaware Code"), that IE shall be and hereby is, at the Effective Date, merged with

and into ZE (ZE subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

SECTION I

MERGER

1.1 IE and ZE shall each obtain the approval of their shareholder and Board of Directors to the merger prior to effecting the merger.

1.2 The Certificate of Merger required by the Delaware Code shall be executed and filed with the Department of State of the State of Delaware.

1.3 On the Effective Date, IE shall be merged with and into ZE, ZE shall continue in existence, and the separate existence of IE shall cease.

1.4 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of IE, the last acting officers of IE, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION II

TERMS OF TRANSACTION

2.1 Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, the all of the shares of stock which shall be issued and outstanding immediately before the Effective Date shall be cancelled, IE shall be liquidated, and the title to all real estate, assets and other property owned by IE shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of IE; and any proceeding pending against IE may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

SECTION III

DIRECTORS AND OFFICERS

3.1 The Board of Directors of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office.

SECTION IV

GOVERNING LAW

The Surviving Corporation shall be governed by the laws of the State of Delaware.

SECTION V

ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS

5.1 From and after the Effective Date, the Certificate of Incorporation of the Surviving Corporation, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

5.2 From and after the Effective Date, the Bylaws of the Surviving Corporation, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION VI

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Plan of Merger shall be submitted for approval to the shareholder of IE and the shareholder of ZE, in accordance with the Delaware Code. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholder and is not terminated and abandoned pursuant to Section VII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Certificate of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of Delaware as soon as practicable after the last approval by such shareholder. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall

be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SECTION VII

TERMINATION

At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Delaware, the Board of Directors, as applicable, of IE and ZE may terminate and abandon this Plan or Merger, notwithstanding favorable action on the merger by the shareholder of such corporations or earlier approval by the Board of Directors, as applicable, of such Constituent Corporations.

SECTION VIII

MISCELLANEOUS

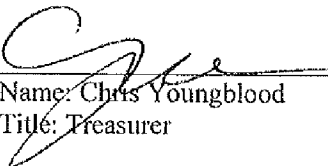
8.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

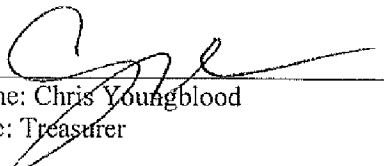
8.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, all by their respective duly authorized officers, as of the date first written above.

**INTERNATIONAL EXPEDITIONS,
INC.**
a Delaware corporation

ZEGRAHM EXPEDITIONS, INC.
a Delaware corporation

By: 
Name: Chris Youngblood
Title: Treasurer

By: 
Name: Chris Youngblood
Title: Treasurer