

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM558100

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/30/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
COVERDELL & COMPANY		08/30/2016	Corporation: GEORGIA
RECEIVING PARTY DATA			
Name:	COVERDELL & COMPANY		
Street Address:	330 N. Wabash Ave.		
Internal Address:	Suite 1700		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60611		
Entity Type:	Corporation: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85427265	AMERICA'S PREMIER BENEFITS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3123600080		
Email:	ptomail@gbclaw.net		
Correspondent Name:	Steven P. Fallon		
Address Line 1:	300 S. Wacker drive		
Address Line 2:	suite 2500		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Steven P. Fallon		
SIGNATURE:	/Steven P. Fallon/		
DATE SIGNED:	01/17/2020		
Total Attachments: 7			
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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

FILED

SEP 08 2016

JESSE WHITE
 SECRETARY OF STATE

PAID

SEP 13 2016

**EXPEDITED
 SECRETARY OF STATE**

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.

File # 7076-488-1 Filing Fee: \$ 100.00 Approved: Jt

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



CO0319702

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

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

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Coverdell & Company, Inc.</u>	<u>Georgia</u>	<u>6297 0375</u>
<u>Coverdell & Company Merger Sub, Inc.</u>	<u>Illinois</u>	<u>D7076-488-1</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 ^{surviving}~~new~~ corporation: Coverdell & Company Merger Sub, Inc.
~~acquiring~~

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

For more space, attach additional sheets of this size.

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

See Exhibit A attached hereto.

5. The ~~consolidation~~ ^{merger} ~~exchange~~ 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.
Coverdell & Company Merger Sub.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Inc.	<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:

- 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.
- 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
- 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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

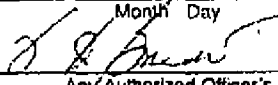
b. Not applicable to 100 percent-owned subsidiaries.

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

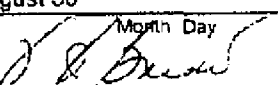
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(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 August 30 _____, 16 _____
Month Day Year Coverdell & Company, Inc.
Exact Name of Corporation


Any Authorized Officer's Signature
Vincent E. DiBenedetto, President
Name and Title (type or print)

Dated August 30 _____, 16 _____
Month Day Year Coverdell & Company Merger Sub., Inc.
Exact Name of Corporation


Any Authorized Officer's Signature
Vincent E. DiBenedetto, President
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)

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made and adopted as of August 30, 2016 by and between Coverdell & Company, Inc., a Georgia corporation ("Coverdell-GA"), and Coverdell & Company Merger Sub, Inc., an Illinois corporation ("Coverdell-IL").

RECITALS

A. The directors and shareholders of each of Coverdell-GA and Coverdell-IL have determined that it is advisable for Coverdell-GA to merge with and into Coverdell-IL.

B. The directors and shareholders of each of Coverdell-GA and Coverdell-IL have further determined that officers and directors of Coverdell-GA shall continue as the officers and directors of Coverdell-IL.

C. The directors and shareholders of each of Coverdell-GA and Coverdell-IL have further determined that the business of Coverdell-GA shall continue to operate under the Coverdell-GA name. A

AGREEMENT

1. The Merger. At the Effective Time (as defined in Section 3 hereof), in accordance with this Agreement, the Business Corporation Act of 1983 of the State of Illinois, as amended (the "BCA"), and the Georgia Business Corporation Code ("BCC"), Coverdell-GA shall merge with and into Coverdell-IL (the "Merger"), the separate corporate existence of Coverdell-GA shall cease and Coverdell-IL shall continue as the surviving corporation. Coverdell-IL, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation", and Coverdell-GA and Coverdell-IL are sometimes referred to collectively herein as the "Constituent Corporations".

2. Effect of the Merger.

(a) Immediately following the Merger, the Surviving Corporation shall (i) possess all the rights, privileges, immunities and franchises, both public and private, of the Constituent Corporations, (ii) be vested with all property, whether real, personal or mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest belonging to or due to each of the Constituent Corporations and (iii) be responsible and liable for all the obligations and liabilities of each of the Constituent Corporations, in each case with the effect set forth in the BCA and the BCC.

(b) Immediately following the Merger, the directors and officers of Coverdell-GA shall be appointed as the directors and officers of Coverdell-IL.

(c) Immediately following the Merger, the business of Coverdell-IL shall continue to operate under the Coverdell-GA name.

3. Consummation of the Merger. On the date hereof, the Constituent Corporations will cause to be filed (a) with the Secretary of State of the State of Illinois the appropriate Articles of Merger and (b) with the Secretary of State of the State of Georgia the appropriate Certificate of Merger, together with any and all other required documents, all such documents in the form approved by the Board of Directors of each of Coverdell-GA and Coverdell-IL. The Merger shall become effective at the time (the "Effective Time") of the filing of the Articles of Merger with the Secretary of State of the State of Illinois.

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Coverdell-IL, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation except as amended as follows:

"1. The name of the corporation is: Coverdell & Company, Inc."

5. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or their respective shareholders, the manner and basis of converting all of the shares of capital stock of the Constituent Corporations shall be as follows:

(a) All shares of any class of capital stock of Coverdell-GA that are issued and outstanding immediately prior to the Effective Time shall be cancelled and the holders of such shares shall not receive any consideration therefor

(b) Each issued and outstanding share of capital stock of Coverdell-IL shall continue to be the issued and outstanding capital stock of the Surviving Corporation.

All of the issued and outstanding shares of capital stock of each of Coverdell-GA and Coverdell-IL are owned by the same shareholders.

[SIGNATURE PAGE FOLLOWS]

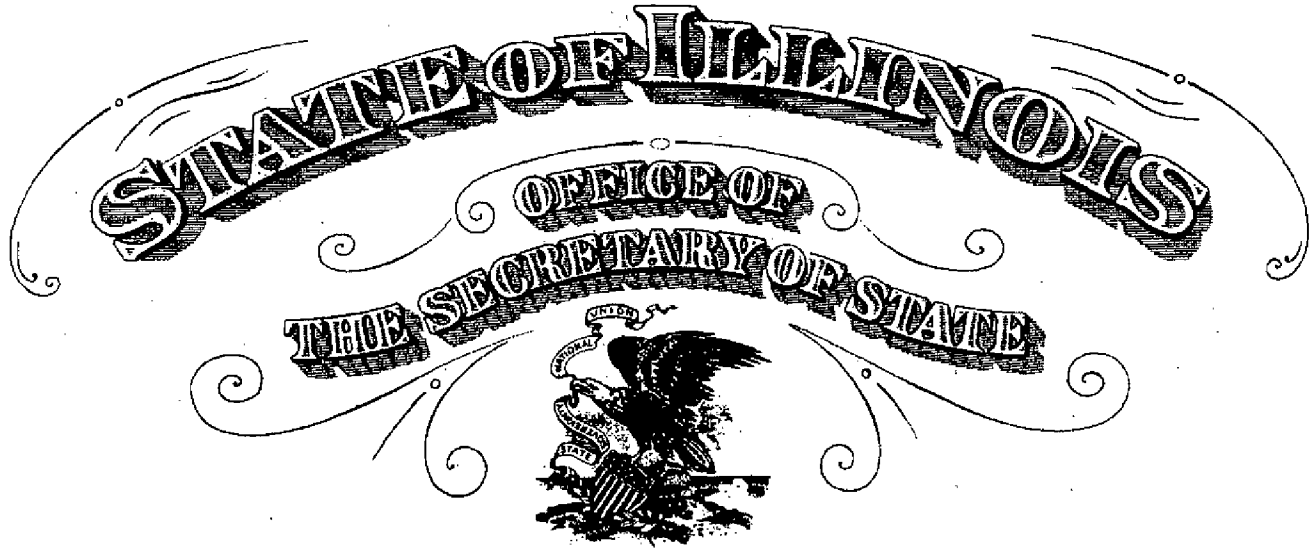
IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first above written by their respective duly authorized officers.

COVERDELL & COMPANY, INC., a
Georgia corporation

By: _____
Name: _____
Its: _____

COVERDELL & COMPANY
MERGER SUB, INC., an Illinois
corporation

By: _____
Name: _____
Its: _____



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 6 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR COVERDELL & COMPANY, INC..*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 28TH day of SEPTEMBER A.D. 2016



Jesse White

SECRETARY OF STATE

Authentication #: 1627202909 verifiable until 09/28/2017.
Authenticate at: <http://www.cyberdriveillinois.com>