

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM572534

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OVERDRIVE, INC.		06/21/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	OVERDRIVE, INC., A PUBLIC BENEFIT CORPORATION		
Street Address:	One Overdrive Way		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44125		
Entity Type:	Benefit Corporation: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Serial Number:	88187811	OVERDRIVE EDUCATION	
Registration Number:	4163234	DIGITAL LIBRARY RESERVE	
Registration Number:	4163223	OVERDRIVE	
Registration Number:	4148714	CONTENT RESERVE	
Registration Number:	3851792	DIGITAL BOOKMOBILE	
Registration Number:	4405982	OVERDRIVE READ	
Registration Number:	5250406	LIBBY	
Registration Number:	5275373	PROFESSIONAL BOOK NERDS	
Registration Number:	5369866		
Registration Number:	5811339	OVERDRIVE EDUCATION	
CORRESPONDENCE DATA			
Fax Number:	2126538701		
<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:	212-653-8700		
Email:	docketing@sheppardmullin.com		
Correspondent Name:	Richard Hevier		
Address Line 1:	30 Rockefeller Plaza		
Address Line 4:	New York, NEW YORK 10112		

CH \$265.00 88187811

ATTORNEY DOCKET NUMBER:	58FG-302173
NAME OF SUBMITTER:	Richard Hevier
SIGNATURE:	/Richard Hevier/
DATE SIGNED:	04/18/2020
Total Attachments: 3 source=OverDrive- Delaware Certifcate of Amendmnet#page1.tif source=OverDrive- Delaware Certifcate of Amendmnet#page2.tif source=OverDrive- Delaware Certifcate of Amendmnet#page3.tif	

Delaware

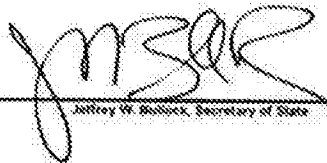
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OVERDRIVE, INC.", CHANGING ITS NAME FROM "OVERDRIVE, INC." TO "OVERDRIVE, INC., A PUBLIC BENEFIT CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2019, AT 4:07 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

3216684 8100
SR# 20195589734

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

Authentication: 203137935
Date: 07-01-19

TRADEMARK
REEL: 006918 FRAME: 0532

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OVERDRIVE, INC.**

Overdrive, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, as amended from time to time, (the "DGCL"), hereby certifies as follows:

1. The name of the Corporation in the title of the document is hereby changed to: "OVERDRIVE, INC., A PUBLIC BENEFIT CORPORATION."

2. The name of the Corporation in the introductory paragraph is hereby changed to "Overdrive, Inc., a Public Benefit Corporation."

3. Article I of the Corporation's Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on November 1, 2010, is hereby amended and restated to read in its entirety as set forth below:

"The name of the corporation (which is hereinafter called the "Corporation") is Overdrive, Inc., a public benefit corporation."

4. Article III of the Corporation's Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on November 1, 2010, is hereby amended and restated to read in its entirety as set forth below:

"The Corporation shall be a public benefit corporation as contemplated by Subchapter XV of the DGCL, or any successor provisions, that it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders' pecuniary interests, the best interests of those materially affected by the Corporation's conduct and the public benefit or benefits identified in this certificate of incorporation. If the DGCL is amended to alter or further define the management and operation of public benefit corporations, the Corporation shall be managed and operated in accordance with the DGCL, as so amended. The purpose of the Corporation is to engage in any lawful activity for which a corporation may be organized under the DGCL. The specific public benefit purpose of the Corporation is to promote and support literacy and education, and improved access to reading and learning materials, empowering all members of society."

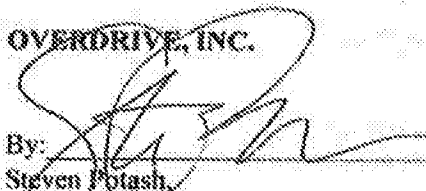
5. The name of the Corporation in the signature block of the Corporation's Amended and Restated Certificate of Incorporation is hereby changed to "Overdrive, Inc., a public benefit corporation."

6. This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

7. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by a
duly authorized officer of this Corporation on this 17th day of May, 2019.

OVERDRIVE, INC.

By: 
Steven Potash,
President and Chief Executive
Officer