

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM573093

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2018
RESUBMIT DOCUMENT ID:	900543452

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Members Group, LLC		11/14/2018	Limited Liability Company: IOWA

RECEIVING PARTY DATA

Name:	CU COOPERATIVE SYSTEMS, INC.
Street Address:	9692 HAVEN AVENUE
City:	RANCHO CUCAMONGA
State/Country:	CALIFORNIA
Postal Code:	91730
Entity Type:	Cooperative Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3279951	ATIRA
Registration Number:	2727124	CHOICE REWARDS
Registration Number:	5243777	MAKING LIFE EASIER
Registration Number:	3373098	THE MEMBERS GROUP
Registration Number:	5060786	TMG
Registration Number:	3259851	TMG THE MEMBERS GROUP
Registration Number:	2135748	YOUR BEST INTEREST IS OUR NUMBER ONE PRI

CORRESPONDENCE DATA

Fax Number: 6082584258

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: 608-257-5035

Email: tschulz@foley.com,jolsen@foley.com

Correspondent Name: Tricia L. Schulz

Address Line 1: Foley & Lardner LLP

Address Line 2: 150 East Gilman Street, Suite 5000

Address Line 4: Madison, WISCONSIN 53703

ATTORNEY DOCKET NUMBER:	122121-0101
NAME OF SUBMITTER:	Tricia L. Schulz
SIGNATURE:	/tschulz/
DATE SIGNED:	04/22/2020

Total Attachments: 11

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**State of California
Secretary of State**

OBE MERG

Certificate of Merger

(California Corporations Code sections

1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY CU Cooperative Systems, Inc.		2. TYPE OF ENTITY cooperative corporation <input checked="" type="checkbox"/>		3. CA SECRETARY OF STATE FILE NUMBER C1056261		4. JURISDICTION California													
5. NAME OF DISAPPEARING ENTITY See attached Supplemental Page to Certificate of Merger		6. TYPE OF ENTITY		7. CA SECRETARY OF STATE FILE NUMBER		8. JURISDICTION													
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)																			
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>Class A & Class B*</td> <td></td> <td>51%</td> </tr> </tbody> </table> <p>See attached Supplemental Page</p>				CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	Class A & Class B*		51%	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td colspan="3">See attached Supplemental Page to Certificate of Merger</td> </tr> </tbody> </table>				CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	See attached Supplemental Page to Certificate of Merger		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED																	
Class A & Class B*		51%																	
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED																	
See attached Supplemental Page to Certificate of Merger																			
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.																			
<input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.																			
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.																			
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.																			
PRINCIPAL ADDRESS OF SURVIVING ENTITY 9692 Haven Avenue				CITY AND STATE Rancho Cucamonga, California		ZIP CODE 91730													
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. See attached Second Supplemental Page to Certificate of Merger																			
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. See attached Supplemental Page to Certificate of Merger						15. FUTURE EFFECTIVE DATE, IF ANY 12 - 31 - 2018 (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.																			
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.																			
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY				11/21/18 DATE				Christopher (Todd) Clark, President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON											
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY				11-21-18 DATE				Joan Opp, Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON											
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY				DATE				TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON											
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY				DATE				TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON											
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____																			

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FILED *WJ*
Secretary of State
State of California
DEC 12 2018 *do*

AGREEMENT OF MERGER

EFFECTIVE
DATE
DEC 31 2018

This Agreement of Merger ("Agreement") is entered into by and between CU Cooperative Systems, Inc. a California cooperative corporation, ("Surviving Corporation" or "CO-OP") and CO-OP eCom, LLC, a California limited liability company ("eCom"), CO-OPFS Holdings, Inc., an Iowa corporation, ("CO-OPFS"), The Members Group, LLC, an Iowa limited liability company ("TMG"), Lending Call Center Services, LLC, a Delaware limited liability company, ("LCCS"), Covera Solutions, Inc., a New York corporation ("Covera"), and CU Service Centers Network, Inc., a Georgia corporation ("CUSCNI"). eCom, CO-OPFS, TMG, LCCS, Covera and CUSCNI are herein referred to collectively as the "Merging Entities" and individually as a "Merging Entity".

1. Merging Entities shall be merged into Surviving Corporation.
2. The outstanding shares or membership interests, as applicable, of eCom, CO-OPFS, LCCS, Covera and CUSCNI, 100% of which for each are owned by Surviving Corporation, shall be cancelled without consideration.
3. The outstanding membership interests of TMG are owned 49% by Surviving Corporation and 51% by CO-OPFS which is owned 100% by Surviving Corporation and which is merging into Surviving Corporation. The outstanding membership interests of TMG shall be cancelled without consideration.
4. The outstanding regular memberships/common stock of Surviving Corporation shall remain outstanding and are not affected by the merger.
5. Merging Entities shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. There are no amendments or changes in the articles of incorporation of the Surviving Corporation to be effected by this merger.
7. The effective date of the merger shall be December 31, 2018 and the effect of the merger is as prescribed by law.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on November 14, 2018.

[End of Agreement of Merger]

[SIGNATURES ON NEXT TWO PAGES]

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FIRST SIGNATURE PAGE TO AGREEMENT OF MERGER

"Surviving Corporation"
CU Cooperative Systems, Inc. ("CO-OP")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
President, CO-OP

"Surviving Corporation"
CU Cooperative Systems, Inc. ("CO-OP")

By: Joan Opp
Joan Opp
Secretary, CO-OP

"Merging Entity"
CO-OPFS Holdings, Inc. ("CO-OPFS")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Chairman of the Board, CO-OPFS

"Merging Entity"
CO-OPFS Holdings, Inc. ("CO-OPFS")

By: Kari Wilfong
Kari Wilfong
Secretary, CO-OPFS

"Merging Entity"
Covera Solutions, Inc. ("Covera")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Chairman of the Board, Covera

"Merging Entity"
Covera Solutions, Inc.. ("Covera")

By: Kari Wilfong
Kari Wilfong
Secretary, Covera

"Merging Entity"
CO-OP eCom, LLC ("eCom")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Manager, eCom

"Merging Entity"
CO-OP eCom, LLC ("eCom")

By: Kari Wilfong
Kari Wilfong
Manager, eCom

By: James Hanisch
James Hanisch
Manager, eCom

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CONTINUATION
OF/LAST
SIGNATURE PAGE TO AGREEMENT OF MERGER

"Merging Entity"
The Members Group, LLC ("TMG")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Manager, TMG
By: James Hanisch
James Hanisch
Manager, TMG

"Merging Entity"
The Members Group, LLC ("TMG")

By: Kari Wilfong
Kari Wilfong
Manager, TMG

"Merging Entity"
Lending Call Center Services, LLC ("LCCS")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Manager, LCCS
By: James Hanisch
James Hanisch
Manager, LCCS

"Merging Entity"
Lending Call Center Services, LLC ("LCCS")

By: Kari Wilfong
Kari Wilfong
Manager, LCCS

"Merging Entity"
CU Service Centers Network, Inc. ("CUSCNI")

By: Christopher (Todd) Clark
Christopher (Todd) Clark
Chairman of the Board, CUSCNI

"Merging Entity"
CU Service Centers Network, Inc. ("CUSCNI")

By: Kari Wilfong
Kari Wilfong
Secretary, CUSCNI

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CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

Christopher (Todd) Clark and Joan Opp certify that:

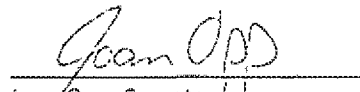
1. They are the President and Secretary, respectively, of CU Cooperative Systems, Inc., a California cooperative corporation.
2. The principal terms of the Agreement of Merger in the form attached hereto were duly approved by the board of directors and by the required vote of the members of the corporation which vote equaled or exceeded the vote required.
3. There are two classes of shares entitled to vote on the merger (each member having one vote regardless of the number of shares or class of shares owned) and the total number of members of the corporation entitled to vote on the merger is 1049. The total number of Class A Shares entitled to vote on the merger is 1235 and Class B Shares entitled to vote on the merger is 11,805.
4. No other approvals are required.
5. The effective date of the merger shall be December 31, 2018.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: November 14, 2018



Christopher (Todd) Clark, President



Joan Opp, Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Christopher (Todd) Clark and Kari Wilfong certify that:

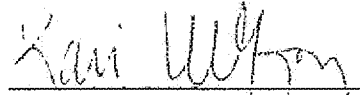
1. They are the Chairman of the Board and Secretary, respectively, of CO-OPFS Holdings, Inc. an Iowa corporation.
2. The principal terms of the Agreement of Merger in the form attached hereto were duly approved by the board of directors and by the required vote of the sole shareholder of the corporation which vote equaled or exceeded the vote required.
3. There is one class of shares and the total number of shares of the corporation entitled to vote on the merger is 10,000, all of which shares are owned by the sole shareholder which is the Surviving Entity.
4. No other approvals are required.
5. The effective date of the merger shall be December 31, 2018.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: November 30, 2018



Christopher (Todd) Clark, Chairman of the Board



Kari Wilfong, Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Christopher (Todd) Clark and Kari Wilfong certify that:

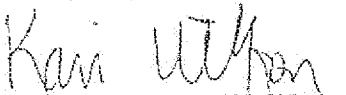
1. They are the Chairman of the Board and Secretary, respectively, of CU Service Centers Network, Inc., a Georgia corporation.
2. The principal terms of the Agreement of Merger in the form attached hereto were duly approved by the board of directors and by the required vote of the sole shareholder of the corporation which vote equaled or exceeded the vote required.
3. There is one class of shares entitled to vote on the merger and the total number of outstanding shares of the corporation entitled to vote on the merger is 30,000.
4. No other approvals are required.
5. The effective date of the merger shall be December 31, 2018.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: November 30, 2018



Christopher (Todd) Clark, Chairman of the Board


Kari Wilfong, Secretary

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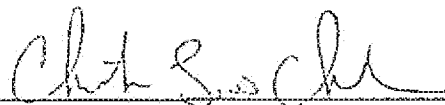
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Christopher (Todd) Clark and Kari Wilfong certify that:

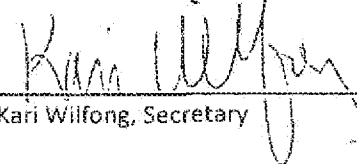
1. They are the Chairman of the Board and Secretary, respectively, of Covera Solutions, Inc. a New York corporation.
2. The principal terms of the Agreement of Merger in the form attached hereto were duly approved by the board of directors and by the required vote of the sole shareholder of the corporation which vote equaled or exceeded the vote required.
3. There is one class of shares and the total number of shares of the corporation entitled to vote on the merger is one hundred (100), all of which shares are owned by the sole shareholder which is the Surviving Entity.
4. No other approvals are required.
5. The effective date of the merger shall be December 31, 2018.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: November 30, 2018



Christopher (Todd) Clark, Chairman of the Board



Kari Wilfong, Secretary

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SUPPLEMENTAL PAGE TO CERTIFICATE OF MERGER
CU COOPERATIVE SYSTEMS, INC. SURVIVING ENTITY

#5 NAME OF DISAPPEARING ENTITY	#6 TYPE OF ENTITY	#7 CA Secretary of State File Number	#8 JURISDICTION	#9 CLASS and NUMBER	% vote required	#14 Statute
CO-OP eCom, LLC	Limited Liability Company	201135410093	California	1 unit (owned 100% by Surviving Entity)	51%	
CO-OPFS Holdings, Inc.	Corporation	None	Iowa	10,000 shares (owned 100% by Surviving Entity)	51%	§490.1102 IA Bus. Corp. Act
The Members Group, LLC	Limited Liability Company	201705510342	Iowa domestic California foreign	46,000 units (51% owned by CO-OPFS Holdings, Inc. and 49% owned by Surviving Entity)	51%	§ 489.1002 IA Revised Uniform LLC Act
Lending Call Center Services, LLC	Limited Liability Company	201430110341	Delaware domestic California foreign	1 unit (owned 100% by Surviving Entity)	51%	§18-209 DE LLC Act
Covera Solutions, Inc.	Corporation	None	New York	100 shares (owned 100% by Surviving Entity)	51%	§907 NY Bus. Corp. Law
CU Service Centers Network, Inc.	Corporation	None	Georgia	30,000 shares ((owned 100% by Surviving Entity)	51%	§14-2-1107 Georgia Business Corp.

*#9 Surviving Entity has 1049 voting members each have one vote. The total number of Class A shares is 1235 and Class B shares is 11,805.

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SECOND SUPPLEMENTAL PAGE TO CERTIFICATE OF MERGER
CU COOPERATIVE SYSTEMS, INC. SURVIVING ENTITY

#13 OTHER INFORMATION	<u>The Members Group, LLC</u>	<u>Lending Call Centers Services, LLC</u>
REQUIRED TO BE STATED IN CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED	As to the Surviving Entity and each Disappearing Entity the merger was approved as required by the organization's governing statute	<p>An agreement of merger or consolidation is on file at a place of business of the surviving foreign corporation and the addresses thereof is 9692 Haven Avenue, Rancho Cucamonga, CA 91730</p> <p>A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merger or consolidate.</p> <p>The surviving foreign corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 9692 Haven Avenue, Rancho Cucamonga, CA 91730</p>

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SUPPLEMENTAL SIGNATURE PAGE
TO
CERTIFICATE OF MERGER

I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DISAPPEARING ENTITY
CO-OP eCom, LLC ("eCom")*

Kari Wilfong 12/7/18
Signature of Authorized Person, Date

Kari Wilfong, Manager, eCom
Name and Title of Authorized Person

DISAPPEARING ENTITY
The Members Group, LLC ("TMG")

Kari Wilfong 12/7/18
Signature of Authorized Person, Date

Kari Wilfong, Manager, TMG
Name and Title of Authorized Person

DISAPPEARING ENTITY
Lending Call Center Services, LLC ("LCCS")

Kari Wilfong 12/7/18
Signature of Authorized Person, Date

Kari Wilfong, Manager, LCCS
Name and Title of Authorized Person

*eCom Operating Agreement permits one manager to execute Certificate of Merger