

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM597695

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FD Holdings LLC		08/31/2020	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	CBCINNOVIS, Inc.		
Street Address:	250 East Broad Street		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43215		
Entity Type:	Corporation: PENNSYLVANIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2357201	FACTUAL DATA	
Registration Number:	2818865	BUREAU EXPRESS	
Registration Number:	3517022	FACTUALID	
Registration Number:	5087721	FACTUAL DATA	
CORRESPONDENCE DATA			
Fax Number:	2025339099		
<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:	2024678800		
Email:	iplaw@vorys.com		
Correspondent Name:	Vorys, Sater, Seymour and Pease LLP		
Address Line 1:	P.O. Box 2255 -- IPLAW@VORYS		
Address Line 2:	Attn: Vincent C. Lombardozzi		
Address Line 4:	Columbus, OHIO 43216-2255		
NAME OF SUBMITTER:	Bernice Hogue		
SIGNATURE:	/bernice hogue/		
DATE SIGNED:	09/15/2020		
Total Attachments: 29			

CH \$115.00 2357201

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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
09/11/2020	202025502158	Merger (MER)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

HEATHER MAJOR
250 EAST BROAD STREET
SUITE 2100
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
1365579**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CBCINNOVIS, INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
202025502158

Effective Date: **09/30/2020**



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
11th day of September, A.D. 2020.

Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
09/11/2020	202025502158	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

HEATHER MAJOR
250 EAST BROAD STREET
SUITE 2100
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
2344849**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
FD HOLDINGS LLC

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Effective Date: **09/30/2020**

Document No(s):

202025502158



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
11th day of September, A.D. 2020.

Handwritten signature of Frank LaRose in black ink.

Ohio Secretary of State

Form 551 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

CBCInnovis, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty box for name change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

Pennsylvania

Jurisdiction of formation

2. Charter/Registration/License Number

1365579

(If licensed in Ohio as domestic or foreign)

- 3. For-Profit Corporation
- Nonprofit Corporation
- For-Profit Limited Liability Company
- Nonprofit Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership
- Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
FD Holdings LLC	2344849	Ohio	LLC

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

CBCInnovis, Inc.
Name

250 East Broad Street, Suite 2100
Mailing Address

Columbus
City

Ohio
State

43215
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
 If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 533B
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

CBCInnovis, Inc.

Name of entity

By: Amy McKee Hulthen

Signature

Its: Secretary

Title

FD Holdings LLC

Name of entity

By: Kenneth R. Viviano

Signature

Its: Chief Executive Officer

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

FD HOLDINGS LLC

WRITTEN CONSENT OF THE SOLE MEMBER

August 31, 2020

The undersigned, being the sole member (the "***Sole Member***") of FD Holdings LLC, an Ohio limited liability company (the "***Company***"), hereby consents in writing to the adoption of the following resolutions:

Approval of Merger Agreement

WHEREAS, the Sole Member has been presented with the Agreement and Plan of Merger in the form attached hereto as **Exhibit A** (the "***Merger Agreement***") by and between CBCInnovis, Inc., a Pennsylvania corporation ("***CBCInnovis***"), and the Company, pursuant to which the Company will merge with and into CBCInnovis (the "***Merger***"), with CBCInnovis as the surviving entity, and by virtue of the Merger and without any action on the part of any person or entity (i) all of the membership interests in the Company will no longer be outstanding and shall be cancelled without payment therefor and (ii) all shares of CBCInnovis will be unaffected and remain issued and outstanding.

WHEREAS, the Board of Directors of the Company approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement and recommended that the Sole Member vote for the adoption of the Merger Agreement and thereby approve the Merger and the other transactions contemplated by the Merger Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Merger Agreement be, and the same hereby is, adopted and approved by the Sole Member in all respects, and the Merger, the other transactions contemplated by the Merger Agreement, and all other actions or matters necessary, advisable or appropriate to give effect to and implement the foregoing be, and the same hereby are, adopted and approved by the Sole Member in all respects;

FURTHER RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver the Merger Agreement, and cause the Company to perform its obligations thereunder, with such changes, amendments and modifications therein as may be approved by any of the officers as necessary, appropriate or desirable, the execution and delivery of which evidence the necessity, appropriateness or desirability thereof; and

General

RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to make all payments and incur all expenses in connection with any actions contemplated by the foregoing resolutions as they or any of them deem necessary, appropriate or desirable with such payment conclusively to evidence the necessity, appropriateness or desirability thereof;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver, for and on behalf of the Company, such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such officer may deem necessary, advisable or

appropriate to implement the purposes and intent of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such officer executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval;

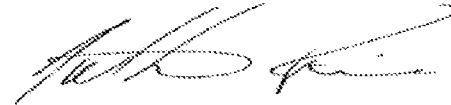
FURTHER RESOLVED, that all actions heretofore taken in the name and on behalf of the Company by any of the officers of the Company, in connection with any of the foregoing matters, be, and each of them hereby is, in all respects, ratified, approved and authorized as acts of the Company; and

FURTHER RESOLVED that this consent may be executed and delivered by facsimile/PDF (or similar) transmission, with the same force and effect as a manually signed original document.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, this written consent has been executed by the undersigned effective as of the date first set forth above.

CBC COMPANIES, INC.



By: _____
Name: Jonathan H. Price
Title: President

Exhibit A

Form of Merger Agreement

See attached.

CBCINNOVIS, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

August 31, 2020

The undersigned, being all of the members of the Board of Directors (the "**Board**") of CBCInnovis, Inc., a Pennsylvania corporation (the "**Company**"), hereby consents in writing to the adoption of the following resolutions:

Approval of Merger Agreement

WHEREAS, the Board has been presented with the Agreement and Plan of Merger in the form attached hereto as **Exhibit A** (the "**Merger Agreement**") by and between FD Holdings LLC, an Ohio limited liability company ("**FD Holdings**"), and the Company, pursuant to which the FD Holdings will merge with and into the Company (the "**Merger**"), with the Company as the surviving entity, and by virtue of the Merger and without any action on the part of any person or entity (i) all of the membership interests in FD Holdings will no longer be outstanding and shall be cancelled without payment therefor and (ii) all shares of the Company will be unaffected and remain issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Merger Agreement be, and the same hereby is, adopted and approved by the Board in all respects, and the Merger, the other transactions contemplated by the Merger Agreement, and all other actions or matters necessary, advisable or appropriate to give effect to and implement the foregoing be, and the same hereby are, adopted and approved by the Board in all respects;

FURTHER RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver the Merger Agreement, and cause the Company to perform its obligations thereunder, with such changes, amendments and modifications therein as may be approved by any of the officers as necessary, appropriate or desirable, the execution and delivery of which evidence the necessity, appropriateness or desirability thereof; and

FURTHER RESOLVED, that the Board hereby recommends to the sole shareholder of the Company that it votes for the adoption of the Merger Agreement and thereby approves the Merger and the other transactions contemplated by the Merger Agreement (such recommendation being hereinafter referred to as the "**Board Recommendation**").

Shareholder Approval

RESOLVED, that a proposal to adopt the Merger Agreement, and thereby approve the Merger and the other transactions contemplated by the Merger Agreement, be submitted, with the Board Recommendation, for approval by the sole shareholder of the Company.

General

RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to make all payments and incur all expenses in connection with any actions contemplated by the foregoing resolutions as they

or any of them deem necessary, appropriate or desirable with such payment conclusively to evidence the necessity, appropriateness or desirability thereof;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver, for and on behalf of the Company, such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such officer may deem necessary, advisable or appropriate to implement the purposes and intent of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such officer executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval;

FURTHER RESOLVED, that all actions heretofore taken in the name and on behalf of the Company by any of the officers of the Company, in connection with any of the foregoing matters, be, and each of them hereby is, in all respects, ratified, approved and authorized as acts of the Company; and


FURTHER RESOLVED that this consent may be executed and delivered by facsimile/PDF (or similar) transmission, with the same force and effect as a manually signed original document.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, this written consent has been executed by the undersigned effective as of the date first set forth above.



Jonathan H. Price



Franklin L. Terkelsen

Exhibit A

Form of Merger Agreement

See attached.

FD HOLDINGS LLC**WRITTEN CONSENT OF THE BOARD OF DIRECTORS****August 31, 2020**

The undersigned, being all of the members of the Board of Directors (the "**Board**") of FD Holdings LLC, an Ohio limited liability company (the "**Company**"), hereby consent in writing to the adoption of the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board:

Approval of Merger Agreement

WHEREAS, the Board has been presented with the Agreement and Plan of Merger in the form attached hereto as **Exhibit A** (the "**Merger Agreement**") by and between CBCInnovis, Inc., a Pennsylvania corporation ("**CBCInnovis**"), and the Company, pursuant to which the Company will merge with and into CBCInnovis (the "**Merger**"), with CBCInnovis as the surviving entity, and by virtue of the Merger and without any action on the part of any person or entity (i) all of the membership interests in the Company will no longer be outstanding and shall be cancelled without payment therefor and (ii) all shares of CBCInnovis will be unaffected and remain issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Merger Agreement be, and the same hereby is, adopted and approved by the Board in all respects, and the Merger, the other transactions contemplated by the Merger Agreement, and all other actions or matters necessary, advisable or appropriate to give effect to and implement the foregoing be, and the same hereby are, adopted and approved by the Board in all respects;

FURTHER RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver the Merger Agreement, and cause the Company to perform its obligations thereunder, with such changes, amendments and modifications therein as may be approved by any of the officers as necessary, appropriate or desirable, the execution and delivery of which evidence the necessity, appropriateness or desirability thereof; and

FURTHER RESOLVED, that the Board hereby recommends to the sole member of the Company that it votes for the adoption of the Merger Agreement and thereby approves the Merger and the other transactions contemplated by the Merger Agreement (such recommendation being hereinafter referred to as the "**Board Recommendation**").

Member Approval

RESOLVED, that a proposal to adopt the Merger Agreement, and thereby approve the Merger and the other transactions contemplated by the Merger Agreement, be submitted, with the Board Recommendation, for approval by the sole member of the Company.

General

RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to make all payments and incur all expenses in connection with any actions contemplated by the foregoing resolutions as they

or any of them deem necessary, appropriate or desirable with such payment conclusively to evidence the necessity, appropriateness or desirability thereof;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver, for and on behalf of the Company, such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such officer may deem necessary, advisable or appropriate to implement the purposes and intent of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such officer executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval;

FURTHER RESOLVED, that all actions heretofore taken in the name and on behalf of the Company by any of the officers of the Company, in connection with any of the foregoing matters, be, and each of them hereby is, in all respects, ratified, approved and authorized as acts of the Company; and

FURTHER RESOLVED that this consent may be executed and delivered by facsimile/PDF (or similar) transmission, with the same force and effect as a manually signed original document.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, this written consent has been executed by the undersigned effective as of the date first set forth above.



Jonathan H. Price



Franklin L. Terkelsen

Exhibit A

Form of Merger Agreement

See attached.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

FD HOLDINGS LLC

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

<p>Agency Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215</p> <p>Date Notified (MM/DD/YYYY) 09/04/2020</p> <p><small>* Only required for domestic for-profit corporations</small></p>	<p>Agency Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319</p> <p>Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413</p> <p>Regular Address: P.O. Box 182413 Columbus, OH 43218-2413</p>
<p>Agency Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us</p> <p>Date Notified (MM/DD/YYYY) 09/03/2020</p> <p><small>* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. * Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.</small></p>	<p><input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.</p>

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

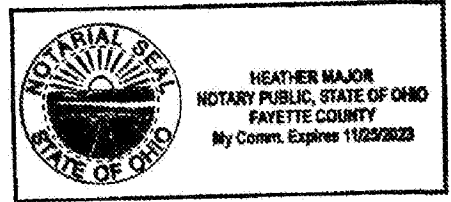
Signature Kenneth R. Viviano Title Chief Executive Officer

Kenneth R. Viviano
Name

250 East Broad Street, Suite 2100
Mailing Address

Columbus Ohio 43215
City State ZIP Code

Seal Sworn to and subscribed in my presence on this date (MM/DD/YYYY) 09/11/2020



Heather L. Major
Notary Public

Date Commission Expires (MM/DD/YYYY) 11/25/2023

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of
Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

County

County

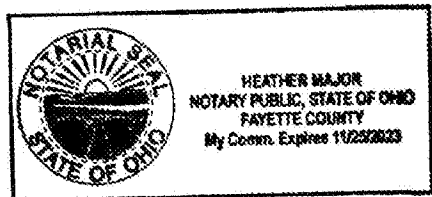
County

Signature

Title

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

Seal



Notary Public

Date Commission Expires (MM/DD/YYYY)

CBCINNOVIS, INC.

WRITTEN CONSENT OF THE SOLE SHAREHOLDER

August 31, 2020

The undersigned, being the sole shareholder (the "*Sole Shareholder*") of CBCInnovis, Inc., a Pennsylvania corporation (the "*Company*"), hereby consents in writing to the adoption of the following resolutions:

Approval of Merger Agreement

WHEREAS, the Sole Shareholder has been presented with the Agreement and Plan of Merger in the form attached hereto as **Exhibit A** (the "*Merger Agreement*") by and between FD Holdings LLC, an Ohio limited liability company ("*FD Holdings*"), and the Company, pursuant to which FD Holdings will merge with and into the Company (the "*Merger*"), with the Company as the surviving entity, and by virtue of the Merger and without any action on the part of any person or entity (i) all of the membership interests in FD Holdings will no longer be outstanding and shall be cancelled without payment therefor and (ii) all shares of the Company will be unaffected and remain issued and outstanding.

WHEREAS, the Board of Directors of the Company approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement and recommended that the Sole Shareholder vote for the adoption of the Merger Agreement and thereby approve the Merger and the other transactions contemplated by the Merger Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Merger Agreement be, and the same hereby is, adopted and approved by the Sole Shareholder in all respects, and the Merger, the other transactions contemplated by the Merger Agreement, and all other actions or matters necessary, advisable or appropriate to give effect to and implement the foregoing be, and the same hereby are, adopted and approved by the Sole Shareholder in all respects;

FURTHER RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver the Merger Agreement, and cause the Company to perform its obligations thereunder, with such changes, amendments and modifications therein as may be approved by any of the officers as necessary, appropriate or desirable, the execution and delivery of which evidence the necessity, appropriateness or desirability thereof; and

General

RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to make all payments and incur all expenses in connection with any actions contemplated by the foregoing resolutions as they or any of them deem necessary, appropriate or desirable with such payment conclusively to evidence the necessity, appropriateness or desirability thereof;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered in the name and on behalf of the Company to execute and deliver, for and on behalf of the Company, such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such officer may deem necessary, advisable or

appropriate to implement the purposes and intent of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such officer executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval;

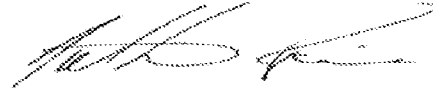
FURTHER RESOLVED, that all actions heretofore taken in the name and on behalf of the Company by any of the officers of the Company, in connection with any of the foregoing matters, be, and each of them hereby is, in all respects, ratified, approved and authorized as acts of the Company; and

FURTHER RESOLVED that this consent may be executed and delivered by facsimile/PDF (or similar) transmission, with the same force and effect as a manually signed original document.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, this written consent has been executed by the undersigned effective as of the date first set forth above.

CBC COMPANIES, INC.



By: _____

Name: Jonathan H. Price

Title: President

Exhibit A

Form of Merger Agreement

See attached.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this “*Agreement*”), dated August 31, 2020, is between FD Holdings LLC, an Ohio limited liability company (“*FD Holdings*”), and CBCInnovis, Inc., a Pennsylvania corporation (“*CBCInnovis*” and together with FD Holdings, the “*Parties*”).

RECITALS

A. The boards of directors of FD Holdings and CBCInnovis have (i) approved this Agreement and the transactions contemplated hereby, including the merger of FD Holdings with and into CBCInnovis (the “*Merger*”), (ii) declared this Agreement’s advisability and (iii) submitted this Agreement to CBC Companies, Inc., an Ohio corporation and the sole member of FD Holdings and the sole shareholder of CBCInnovis (“*CBC*”), for CBC’s approval.

B. It is intended that (i) the Merger qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the “*Code*”), and the rules and regulations promulgated thereunder, (ii) this Agreement constitute a plan of reorganization thereunder and (iii) FD Holdings and CBCInnovis each be a party to such reorganization within the meaning of Section 368(b) of the Code.

Accordingly, the Parties agree as follows:

ARTICLE I

MERGER AND SURVIVING ENTITY

1.1. Effective Time of Merger; State Filings. The Merger will be effective at 12:01 a.m. Eastern Time on September 30, 2020 (the “*Effective Time*”). After the execution of this Agreement, the Parties will (a) file an executed certificate of merger, in the form set forth on Exhibit A, with the Ohio Secretary of State and (b) file an executed statement of merger, in the form set forth on Exhibit B, with the Pennsylvania Department of State.

1.2. Merger. At the Effective Time, FD Holdings will merge with and into CBCInnovis, with CBCInnovis as the surviving entity. The separate existence of FD Holdings will cease upon the Effective Time in accordance with applicable law.

1.3. Effect on Equity Interests. At the Effective Time, all of the membership interests in FD Holdings existing immediately before the Effective Time will, without any further action on the part of the Parties or any other person, be canceled and retired and will cease to exist as of the Effective Time and no payment will be made with respect thereto. The Merger will have no effect on the shares of CBCInnovis. After the Merger, CBC will continue to be the sole shareholder of CBCInnovis.

1.4. Organizational Documents. The certificate of incorporation and bylaws of CBCInnovis, each as amended, restated or otherwise modified from time to time, in effect immediately prior to the Effective Time shall continue to be the certificate of incorporation and bylaws of CBCInnovis after the Effective Time, until amended, restated or otherwise modified in accordance with applicable law.

1.5. Directors and Officers. The directors and the officers of CBCInnovis immediately prior to the Effective Time shall continue to be the directors and the officers of CBCInnovis after the Effective Time, until their successors are duly elected or appointed and qualified, or until their earlier resignation, removal or death.

1.6. Further Action by FD Holdings. If, after the Effective Time, CBCInnovis considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in CBCInnovis the title to any property, rights, interests, privileges, powers or franchises of FD Holdings or otherwise to carry out the provisions of this Agreement, the directors or officers of FD Holdings last in office shall execute and deliver, upon CBCInnovis' request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of FD Holdings last in office are not able or available to execute such documentation or perform such acts, the director and officers of CBCInnovis will be authorized to act on behalf of FD Holdings.

ARTICLE II

MISCELLANEOUS

2.1. Termination; Abandonment. This Agreement may be terminated and the Merger abandoned by appropriate action taken by the boards of directors of each of the Parties at any time prior to the Effective Time.

2.2. Captions and Counterparts. The captions in this Agreement are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

2.3. Further Assurances. The Parties shall execute and deliver such further documents and instruments, including filing the necessary documents with the Secretary of State of Ohio and the Pennsylvania Department of State, to complete the Merger and will take such other actions as either of them may reasonably request of the other to effectuate the purposes of this Agreement and to carry out the terms hereof.

[Remainder of Page Intentionally Blank – Signature Page Follows]

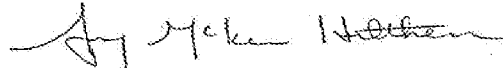
IN WITNESS WHEREOF, a duly authorized officer of each of the Parties has executed and delivered this Agreement as of the first date written above.

FD HOLDINGS LLC



By: _____
Name: Kenneth R. Viviano
Title: Chief Executive Officer

CBCINNOVIS, INC.



By: _____
Name: Amy M. Hulthen
Title: Secretary

Exhibit A

Form of Ohio Certificate of Merger

See attached.

Exhibit B

Form of Pennsylvania Statement of Merger

See attached.