

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM618514

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Simulaid Inc.		12/31/2020	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Nasco Healthcare Inc.		
<b>Street Address:</b>	901 Janesville Avenue		
<b>City:</b>	Fort Atkinson		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53538		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1513502	SIMULAIDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4142259753		
<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>			
<b>Phone:</b>	414-225-9755		
<b>Email:</b>	docketing@boylefred.com		
<b>Correspondent Name:</b>	Boyle Fredrickson, S.C.		
<b>Address Line 1:</b>	840 North Plankinton Avenue		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53203		
<b>ATTORNEY DOCKET NUMBER:</b>	364.077		
<b>NAME OF SUBMITTER:</b>	Andrew S. McConnell		
<b>SIGNATURE:</b>	/Andrew S. McConnell/		
<b>DATE SIGNED:</b>	01/05/2021		
<b>Total Attachments: 8</b>			
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# Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"SIMULAIDS, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "NASCO HEALTHCARE INC." UNDER THE NAME OF "NASCO HEALTHCARE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2020, AT 1:28 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 11:59 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

2084293 8100M  
SR# 20208795691

Authentication: 204453338  
Date: 12-30-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 007155 FRAME: 0649**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SIMULAIDS, INC.,  
a New York Corporation**

**WITH AND INTO**

**NASCO HEALTHCARE INC.,  
a Delaware Corporation**

December 28, 2020

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger (the “Certificate”):

FIRST: The names of the merging corporations are Simulaids, Inc., a New York corporation (the “Subsidiary Corporation”), and Nasco Healthcare Inc., a Delaware corporation (the “Surviving Corporation”).

SECOND: The Surviving Corporation was first organized pursuant to the provisions of the DGCL on February 25, 1986, under the name FFB Corp. The Surviving Corporation subsequently changed its name to The Aristotle Corporation by the filing of a certificate of amendment on April 14, 1993, and to Nasco Healthcare Inc. by the filing of a certificate of amendment on August 31, 2016. The Subsidiary Corporation was organized under the laws of the State of New York on June 12, 1963.

THIRD: The authorized capital stock and par value of the Subsidiary Corporation is 2,000 shares of common stock, \$1.00 par value. The Surviving Corporation owns all of the issued and outstanding shares of capital stock of the Subsidiary Corporation.

FOURTH: The Board of Directors of the Surviving Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on December 23, 2020, determined to merge the Subsidiary Corporation with and into the Surviving Corporation pursuant to Section 253 of the DGCL (the “Merger”).

FIFTH: The Agreement and Plan of Merger, dated as of December 30, 2020, between the Surviving Corporation and the Subsidiary Corporation (the “Merger Agreement”) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

SIXTH: The Merger Agreement is on file at the office of the Surviving Corporation at 16 Simulaids Drive, Saugerties, NY 12477.

NAI-1510109435v2

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The Surviving Corporation will be the surviving corporation of the Merger, and the name of the surviving corporation will be Nasco Healthcare Inc.


NINTH: The certificate of incorporation of the Surviving Corporation, as in effect immediately prior to the Merger, will be the certificate of incorporation of the surviving corporation.

TENTH: The merger contemplated by this Certificate will be effective as of 11:59 p.m. on December 31, 2020.

*[Signature page follows.]*

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed and attested by its duly authorized officer as of the date first written above.

NASCO HEALTHCARE INC.

By:   
Name: John Bohrer  
Title: VP Finance

**Exhibit A**  
**Resolutions**

See attached.

**NASCO HEALTHCARE INC.**

**Action by Unanimous Written Consent of the Board of Directors Without a Meeting**

December 23, 2020

Pursuant to Section 141(f) of the Delaware General Corporation Law (the “DGCL”), the undersigned, being all of the directors of Nasco Healthcare Inc., a Delaware corporation (the “Company”), hereby consent in writing (this “Consent”) to the adoption of the following resolutions with the same force and effect as if they had been unanimously adopted by a duly convened meeting of the Board of Directors of the Company (the “Board”):

**Approval of Simulaids Merger**

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Simulaids, Inc., a New York corporation (the “Subsidiary”); and

WHEREAS, it is deemed advisable and in the best interests of the Company that the Subsidiary merge with and into the Company, with the Company as the surviving corporation to the merger, in accordance with and as permitted under Section 253 of the DGCL and Section 907 of the New York Business Corporation Law (the “Merger”).

WHEREAS, the Board deems the Merger to be fair, advisable and in the best interests of the Company and the Subsidiary; and

WHEREAS, the Board has reviewed the terms and conditions of the Agreement and Plan of Merger between the Company and the Subsidiary, previously provided to the Board (the “Merger Agreement”), as well as the certificates of merger contemplated thereby, to be filed with the Secretary of State of the State of Delaware and the Department of State of the State of New York, pursuant to which the Merger will become effective, the separate existence of the Subsidiary will cease and the Company will continue as the surviving corporation (the “Surviving Corporation”).

NOW, THEREFORE, BE IT RESOLVED, that the Board authorizes, approves and adopts the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, in accordance with the requirements of the DGCL;

FURTHER RESOLVED, that the Merger Agreement, in substantially the form presented to the Board, with such changes, amendments, modifications and supplements thereto as may be approved by any officer of the Company as being necessary, desirable or appropriate (such approval to be conclusively evidenced by the execution and delivery thereof by any such officer) is advisable; and

FURTHER RESOLVED, that the directors and officers of the Company (the “Authorized Persons”) be, and each of them hereby is, authorized to execute and deliver the Merger Documents (and any amendments or modifications to the Merger Documents) and each other agreement, document and instrument referred to in or contemplated by the Merger Documents or



determined by any such officer to be necessary or appropriate to effectuate the Merger, file the DE Certificate of Merger with the Secretary of State of the State of Delaware and file the NY Certificate of Merger with the Department of State of the State of New York, in each case with such changes or other corrections as the Authorized Person(s) executing the same may approve, the execution and filing of the Merger Documents to be conclusive evidence that the same have been approved by the Board, and to cause the obligations and transactions provided for therein to be performed and consummated.

### **Foreign Qualification**

RESOLVED, that for the purpose of authorizing the Surviving Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for the Surviving Corporation to transact business, the Authorized Persons are, and each of them is, hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, to make and file all necessary certificates, reports, powers of attorney, and other instruments as may be required or appropriate under the laws of such state, territory, dependency, or country, to authorize the Company to transact business therein and, whenever it is expedient for the Company to cease doing business therein, to withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority of the Company to do business in any such state, territory, dependency, or country, and if in connection with the foregoing any particular form of resolution shall be required, such resolution shall be deemed hereby adopted, provided that a copy of such resolution shall be inserted in the minute book of the Company following this Consent and that the Secretary of the Company is authorized to certify such resolution as having been adopted by this Consent.

### **General**

RESOLVED, that each Authorized Person is hereby authorized and empowered to take such additional steps and to do such further things as such Authorized Person determines to be necessary, appropriate, advisable or desirable to give effect to the foregoing resolutions, including, without limitation, the payment of all fees and expenses, and the making, execution, attestation, delivery, recordation and/or filing of all other agreements, undertakings, instruments, certificates and documents in furtherance thereof as such persons or any of them deem appropriate or to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, and any such agreements, instruments and documents so made, executed, attested, delivered, recorded or filed or acts, deeds or things done or caused to be done by any such person will be conclusive evidence of his or her authority in so executing or performing; and

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any Authorized Person in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, confirmed, approved and ratified in all respects as the act and deed of the Company.

*[Signature Page Follows]*

This Consent may be executed in separate counterparts, each of which will constitute an original and all of which together will form a single instrument. This Consent will be effective as of the date written above when executed by all of the directors in the places designated for their signatures below.

Upon execution of this Consent, the undersigned hereby direct that this Consent be filed in the Company's minute book.



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Anup Bagaria



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Rohan Rai



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Kenneth Miller

*[Signature Page to Board Consent of Nasco Healthcare Inc.]*