

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM621181

|   |  |  |                             |
|---|--|--|-----------------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                           |  |                             |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                                   |  |                             |
| <b>EFFECTIVE DATE:</b>  | 11/13/2020                               |  |                             |
| <b>CONVEYING PARTY DATA</b>   |  |  |                             |
| <b>Name</b>   | <b>Formerly</b>                          | <b>Execution Date</b>                    | <b>Entity Type</b>          |
| The Copernicus Group, Inc.  |  | 11/13/2020                               | Corporation: NORTH CAROLINA |
| <b>RECEIVING PARTY DATA</b>   |  |  |                             |
| <b>Name:</b>  | Western Institutional Review Board, Inc. |  |                             |
| <b>Street Address:</b>  | 1019 39th Avenue SE Suite 120            |  |                             |
| <b>City:</b>  | Puyallup                                 |  |                             |
| <b>State/Country:</b>   | WASHINGTON                               |  |                             |
| <b>Postal Code:</b>   | 98374                                    |  |                             |
| <b>Entity Type:</b>   | Corporation: WASHINGTON                  |  |                             |
| <b>PROPERTY NUMBERS Total: 5</b>  |  |  |                             |
| <b>Property Type</b>  | <b>Number</b>                            | <b>Word Mark</b>                         |                             |
| <b>Registration Number:</b>   | 3005973                                  | CGIRB                                    |                             |
| <b>Registration Number:</b>   | 3891027                                  | CGIRB CONNEXUS                           |                             |
| <b>Registration Number:</b>   | 3884141                                  | CGIRB CONNEXUS                           |                             |
| <b>Registration Number:</b>   | 3884142                                  | COPERNICUS GROUP INDEPENDENT REVIEW BOAR |                             |
| <b>Registration Number:</b>   | 3053776                                  | COPERNICUS GROUP IRB                     |                             |
| <b>CORRESPONDENCE DATA</b>  |  |  |                             |
| <b>Fax Number:</b>  | 2027393001                               |  |                             |
| <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>   | 202-739-5397                             |  |                             |
| <b>Email:</b>   | trademarks@morganlewis.com               |  |                             |
| <b>Correspondent Name:</b>  | Anita B. Polott                          |  |                             |
| <b>Address Line 1:</b>  | 1111 Pennsylvania Avenue, NW             |  |                             |
| <b>Address Line 4:</b>  | Washington, D.C. 20004-2541              |  |                             |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 020639-0046                              |  |                             |
| <b>NAME OF SUBMITTER:</b>   | Anita B. Polott                          |  |                             |
| <b>SIGNATURE:</b>   | /Anita B. Polott/                        |  |                             |
| <b>DATE SIGNED:</b>   | 01/19/2021                               |  |                             |

CH \$140.00 3005973

**Total Attachments: 7**

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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

**CERTIFICATE OF MERGER**

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

**WESTERN INSTITUTIONAL REVIEW BOARD, INC.**

WA PROFIT CORPORATION

UBI: 600 247 189

Effective Date: 12/31/2020

Filing Date: 11/13/2020

Merging Entities:

NOT QUALIFIED IN WA    THE COPERNICUS GROUP, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 11/13/2020

**TRADEMARK**

**REEL: 007165 FRAME: 0169**

**ARTICLES OF MERGER**

**OF**

**THE COPERNICUS GROUP, INC.**  
a North Carolina corporation  
**AND**

**WESTERN INSTITUTIONAL REVIEW BOARD, INC.,**  
a Washington corporation

Pursuant to Section 23B.11.010 and 23B.11.050 of the Washington Business Corporation Act (the "Act"),

the undersigned corporation executes and submits for filing the following Articles of Merger:

1. The Plan of Merger is attached hereto in its entirety as Exhibit A.
2. The Plan of Merger was duly adopted by the Board of Directors and approved by the sole shareholder of Western Institutional Review Board, Inc. pursuant to Section 23B.11.030 of the Act.
3. This merger is permitted by the laws of the State of North Carolina under whose laws The Copernicus Group, Inc. is incorporated, and The Copernicus Group, Inc. has complied with such laws in effecting this merger.
4. The merger shall become effective on December 31, 2020 at 11:58 p.m.

Dated: November 13, 2020

WESTERN INSTITUTIONAL REVIEW BOARD, INC.

By: 

Alan Lefkowitz, Vice President and Secretary

**EXHIBIT A**  
**PLAN OF MERGER**

(see attached)

**AGREEMENT AND PLAN OF MERGER  
OF  
THE COPERNICUS GROUP, INC.  
(a North Carolina corporation)  
WITH AND INTO  
WESTERN INSTITUTIONAL REVIEW BOARD, INC.  
(a Washington corporation)**

This AGREEMENT AND PLAN OF MERGER is made and entered into as of this 13th day of November, 2020, by and between The Copernicus Group, Inc., a North Carolina corporation ("Copernicus"), and Western Institutional Review Board, Inc., a Washington corporation ("WIRB").

**BACKGROUND**

WHEREAS, the Board of Directors and sole shareholder of Copernicus, and the Board of Directors and sole shareholder of WIRB, deem it advisable and in the best interests of Copernicus and WIRB (each of which are sometimes referred to herein as the "Constituent Entities"), and their respective shareholders, that Copernicus merge with and into WIRB (the "Merger"), pursuant to this Agreement and Plan of Merger (the "Plan of Merger") and the applicable provisions of the North Carolina Business Corporation Act (the "NCBCA") and the Washington Business Corporation Act (the "WBCA"); and

WHEREAS, the sole shareholder of Copernicus and the sole shareholder of WIRB have each approved the Merger and this Plan of Merger.

NOW THEREFORE, in consideration of the foregoing premises, and in reliance on the respective representations, warranties and covenants contained herein, and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Merger. The Constituent Entities shall effect the Merger upon the terms and subject to the conditions set forth in this Plan of Merger.

(a) The Merger. At the Effective Time (as hereinafter defined), Copernicus shall be merged with and into WIRB pursuant to this Plan of Merger, the separate existence of Copernicus shall cease and WIRB shall continue as the surviving entity under its name, all upon the terms and subject to the conditions provided for in this Plan of Merger and pursuant to the NCBCA and WBCA. WIRB, as it exists from and after the Effective Time, is sometimes hereinafter referred to as the "Surviving Entity."

(b) Effect of the Merger. The Merger shall have the effect provided therefor by the NCBCA and WBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time (i) all the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including without limitation subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to Copernicus shall be taken and deemed to be transferred to, and vested in, the Surviving Entity without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity, as they were of Copernicus and WIRB, (ii) all debts, liabilities, duties and obligations of Copernicus and WIRB shall become the debts, liabilities, duties and obligations of the Surviving Entity, and (iii) the Surviving Entity shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of Copernicus and WIRB and neither the rights of creditors nor any liens upon the property of Copernicus or WIRB shall be impaired by the Merger, and may be enforced against the Surviving Entity.

(c) Consummation of the Merger. Articles of Merger shall be filed with the Secretary of State of the State of North Carolina in accordance with the provisions of the NCBCA (the "NC Articles of Merger") and Articles of Merger shall be filed with the Secretary of State of the State of Washington in accordance with the provisions of the WBCA (the "WA Articles of Merger"). Each of the NC Articles of Merger and the WA Articles of Merger shall specify that the Merger shall become effective on December 31, 2020 at 11:58 p.m. (the "Effective Time").

2. Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation of the Surviving Entity (the "Articles of Incorporation") shall be the Articles of Incorporation of WIRB in effect immediately prior to the Merger. The Articles of Incorporation shall remain in effect until thereafter amended in accordance with the provisions therein and as provided by the WBCA. The Bylaws of the Surviving Entity from and after the Effective Time shall be the Bylaws of WIRB in effect immediately prior to the Merger and continuing until thereafter amended in accordance with their terms and as provided by the WBCA. The directors and officers of the Surviving Entity shall be the directors and officers of WIRB immediately prior to the Effective Time, in each case until their successors are duly elected and qualified.

3. Cancellation of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Copernicus or WIRB:

(a) Cancellation of Copernicus Shares. At the Effective Time, each issued and outstanding share of stock of Copernicus shall automatically be cancelled and retired and will cease to exist, and no consideration will be delivered in exchange therefor.

(b) WIRB shares. At the Effective Time, each issued and outstanding share of stock of WIRB shall continue to be issued and outstanding and shall represent a share of stock of the Surviving Entity.

4. Intended Tax Treatment. The Merger is intended to be treated, for U.S. federal and applicable state and local income tax purposes, as a tax-free reorganization under Section 368(a)(1)(D) of the U.S. Internal Revenue Code of 1986, as amended.

5. Termination. This Plan of Merger may be terminated at any time on or before the Effective Time by agreement of the boards of directors of Copernicus and WIRB.

6. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

7. Waiver. Any agreement on the part of a party hereto to any extension or waiver shall be valid if set forth in an instrument in writing signed on behalf of such party by a duly authorized officer.

8. Further Assurances. If at any time the Surviving Entity, or its successors or assigns, shall reasonably consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of the Constituent Entities acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, each Constituent Entity and its proper officers, and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the


Surviving Entity and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Entity are fully authorized in the name of each Constituent Entity or otherwise to take any and all such action.

[SIGNATURE PAGE FOLLOWS]




IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

THE COPERNICUS GROUP, INC.

By:   
Name: Alan Lefkowitz  
Title: Vice President and Secretary

WESTERN INSTITUTIONAL REVIEW BOARD, INC.

By:   
Name: Alan Lefkowitz  
Title: Vice President and Secretary

[Signature Page to Agreement and Plan of Merger]

Work Order #: 2020111300601407 - 1

TRADEMARK Received Date: 11/13/2020

REEL: 007165 FRAME: 0175 Amount Received: \$90.00

RECORDED: 01/19/2021

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