

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM626882

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/24/1974		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Timesavers, Inc.		06/24/1974	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Timesavers, Inc.		
Street Address:	11123-89th Avenue North		
City:	Msaple Grove		
State/Country:	MINNESOTA		
Postal Code:	55369		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0902565	TIMESAVERS	
Registration Number:	2794598	TIMESAVERS	
CORRESPONDENCE DATA			
Fax Number:	6126324444		
<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:	612-632-3357		
Email:	trademark@lathropgpm.com		
Correspondent Name:	Jennifer C. Debrow		
Address Line 1:	500 IDS Center, 80 South Eighth Street		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Cynthia Hefferan, Paralegal		
SIGNATURE:	/Cynthia Hefferan/		
DATE SIGNED:	02/18/2021		
Total Attachments: 9			
source=1_500016465123#page1.tif			
source=1_500016465123#page2.tif			
source=1_500016465123#page3.tif			
source=1_500016465123#page4.tif			

CH \$65.00 0902565

source=1_500016465123#page5.tif

source=1_500016465123#page6.tif

source=1_500016465123#page7.tif

source=1_500016465123#page8.tif

source=1_500016465123#page9.tif

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") made this 5th day of June, 1974 by and between TIMESAVERS, INC., a corporation organized and existing under the laws of the State of Minnesota, (hereinafter referred to "Old Timesavers"), and TIMESAVERS, INC., a corporation organized and existing under the laws of the State of Delaware, (hereinafter referred to as "New Timesavers" or the "Surviving Corporation").

WHEREAS, New Timesavers was incorporated on January 28, 1974, under the laws of the State of Delaware and has its principal office in Delaware at 100 West Tenth Street, Wilmington, Delaware; and

WHEREAS, the authorized capital stock of New Timesavers consists of 700,000 shares of common stock, \$.50 par value, of which 2,000 shares are issued and outstanding; and

WHEREAS, Old Timesavers was incorporated on March 20, 1961, under the laws of the State of Minnesota and has its principal office in Minnesota at 5270 Hanson Court, Minneapolis, Minnesota; and

WHEREAS, the authorized capital stock of Old Timesavers consists of 2,000,000 shares of common stock, \$.50 par value, of which 588,021 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of Old Timesavers and New Timesavers deem it advisable that Old Timesavers be merged with and into New Timesavers pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 301.41 of the Business Corporation Act of the State of Minnesota and have approved this Agreement.

NOW, THEREFORE, the parties hereto agree to the following terms and conditions relating to such merger and to the mode of carrying the same into effect:

1. Merger of Old Timesavers into New Timesavers. On the effective date of the merger ("Merger"), Old Timesavers shall be merged into New Timesavers which shall be the Surviving Corporation, and New Timesavers on such date shall merge into itself Old Timesavers. The time and date at which such merger becomes effective are hereinafter referred to as the "Effective Date of Merger". The corporate existence of New Timesavers, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall be governed by the laws of the State of Delaware. The separate existence and corporate organization of Old Timesavers shall cease as of the Effective Date of Merger.

2. Conversion and Exchange of Shares.

(a) On the Effective Date of Merger, the 2,000 shares of the outstanding common stock of New Timesavers shall, without any action on the part of the holder thereof, be deemed cancelled.

(b) On the Effective Date of Merger the 588,021 shares of the outstanding common stock of Old Timesavers shall, without any action on the part of the holders thereof, be deemed converted forthwith into 588,021 shares of the common stock of the Surviving Corporation of the par value of \$0.50 per share; and

(c) After the Effective Date of Merger, each holder of an outstanding certificate or certificates theretofore representing shares of the common stock of Old Timesavers shall surrender the same for cancellation, duly endorsed, to the Surviving Corporation or to an exchange agent designated by the Surviving Corporation, and each holder of an outstanding certificate or certificates theretofore representing shares of the common stock of Old Timesavers shall receive in exchange therefor a certificate or certificates representing the number of whole shares of the common stock of the Surviving Corporation into which the shares of Old Timesavers represented by the surrendered certificate or certificates have been converted as aforesaid.

Until so surrendered, each outstanding certificate representing shares of common stock of Old Timesavers shall be deemed for all corporate purposes, other than for the payment of dividends, to evidence the ownership of the number of whole shares of the common stock of the Surviving Corporation into which the shares of Old Timesavers have been so converted. Unless and until any such certificate of Old Timesavers shall have been so surrendered, no dividend payable to holders of record of shares of the common stock of the Surviving Corporation as of any date subsequent to the Effective Date of Merger shall be paid to the holder of such certificate, but upon such surrender, there shall be paid to the holder of record of the certificate for shares of the common stock of the Surviving Corporation issued in exchange therefor, the amount of dividends which has theretofore become payable with respect to the number of shares of the capital stock of the Surviving Corporation represented by the new certificate.

3. Stockholder Approval; Effective Date of Merger. This Agreement shall be separately submitted to the stockholders of each of New Timesavers and Old Timesavers prior to June 30, 1974 (or such later date as the Boards of Directors of such corporations shall mutually approve) in accordance with the laws of Delaware and Minnesota, respectively, and if the Agreement is approved and adopted by the holders of the requisite number of shares of stock of each such corporation, then as promptly as practical, this Agreement shall be certified, executed, acknowledged, filed and/or recorded in the form and manner required by the said laws of Delaware and Minnesota. The date of filing of this Agreement as required under the laws of both the States of Delaware and Minnesota is herein described as the "Effective Date of Merger".

4. Additional Terms of Merger. The additional terms of the Merger are as follows:

(a) *Certificate of Incorporation.* The Certificate of Incorporation of New Timesavers as in effect on the Effective Date of Merger shall be the Certificate of Incorporation of the Surviving Corporation and may be amended in the manner now or hereafter provided by the laws of the State of Delaware.

(b) *By-Laws.* The By-Laws of New Timesavers as in effect on the Effective Date of Merger shall be the By-Laws of the Surviving Corporation until duly altered, amended or repealed.

(c) *Officers and Directors.* The officers and directors of New Timesavers on the Effective Date of Merger shall be the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified in accordance with the By-Laws of the said Surviving Corporation.

(d) *Assets and Liabilities of Surviving Corporation.* On the Effective Date of Merger, Old Timesavers shall be merged into the Surviving Corporation as hereinbefore provided, and the Surviving Corporation shall, without other transfer, succeed to and possess all of the rights, privileges, powers and franchises, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of Old Timesavers and all and singular, the rights, privileges, powers and franchises of Old Timesavers and all property, real, personal and mixed, and all debts due to Old Timesavers on whatsoever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to Old Timesavers, shall be vested in the Surviving Corporation; and property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectively the property of the Surviving Corporation as they were of Old Timesavers, and the title to any real estate vested by deed or otherwise, under the laws of the State of Minnesota or of any of the other states of the United States, in Old Timesavers, shall not revert or be in any way impaired by reason of the Merger, the General Corporation Law of the State of Delaware or the Business Corporation Act of the State of Minnesota, provided, however, that all rights of creditors and all liens upon any property of Old Timesavers shall be preserved unimpaired, and all debts, liabilities, and duties of Old Timesavers shall therewith attach to the Surviving

Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(c) *Service of Process in Minnesota.* The Surviving Corporation agrees that it may be served with process in Minnesota in any proceeding for the enforcement of any obligation of Old Timesavers and in any proceeding for the enforcement of the rights of a dissenting stockholder of Old Timesavers against the said Surviving Corporation; and hereby irrevocably appoints the Secretary of State of Minnesota as its agent to accept service of process in any such proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is 5270 Hanson Court, Minneapolis, Minnesota. The Surviving Corporation further agrees that it will promptly pay to any dissenting stockholders of Timesavers the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Act of the State of Minnesota with respect to the rights of dissenting stockholders.

5. Further Assurances. If at any time after the Effective Date of Merger the Surviving Corporation shall determine that further action or instruments of transfer, conveyance or assignment, or powers of attorney or assurances, are necessary or desirable in order to vest in and confirm to the Surviving Corporation, full title to and possession of all of the properties, assets, rights, privileges and franchises of Old Timesavers, then the persons who were officers and directors of Old Timesavers prior to the Effective Date of Merger, shall take all such action and execute and deliver all such instruments as the Surviving Corporation may determine to be necessary or desirable.

6. Abandonment of Merger. Anything herein to the contrary notwithstanding, this Agreement shall be terminated and the Merger herein provided abandoned, if the stockholders of either Old Timesavers or New Timesavers shall fail to approve and adopt the Agreement in accordance with the requirements of law or if at any time prior to the Effective Date of Merger, each such corporation shall, by a majority vote of its board of directors, consent to such termination and abandonment.

7. Expenses. The Surviving Corporation shall pay all expenses incurred in the preparation of this Agreement and the consummation of the Merger herein provided.

IN WITNESS WHEREOF, the parties hereto, pursuant to approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be duly executed as of the date first above written.

Charles D Buckley
George C McKeever
Markus Carlson

(A Majority of the Board of Directors)

TIMESAVERS, INC. (Minnesota)

By *Raymond A. Pate*
George C. McKeever
Markus Carlson

ATTEST:
John A. Spade

Secretary

Charles D Buckley
Raymond A. Pate
Markus Carlson

(A Majority of the Board of Directors)

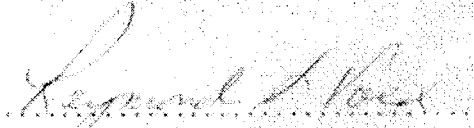
TIMESAVERS, INC. (Delaware)

By *George C. McKeever*
President
George C. McKeever
Markus Carlson
Jordan Z. Skurda

M-42, 505

I, RAYMOND S. VOLD, Assistant Secretary of Timesavers, Inc., a corporation organized and existing under the laws of the State of Minnesota, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed by a majority of the directors of the said corporation and by a majority of the directors and the President and Secretary of Timesavers, Inc., a corporation organized and existing under the laws of the State of Delaware, was duly submitted for consideration to the shareholders of record of the said Timesavers, Inc., a Minnesota corporation, at a special meeting, notice of the time, place and object of which was mailed at least two weeks before the meeting to each shareholder of record, whether entitled to vote or not, and that at said meeting a ballot was taken for the adoption or rejection of said Agreement and Plan of Merger, and the votes of the shareholders of the said Timesavers, Inc., a Minnesota corporation, holding shares in the said corporation entitling them to exercise at least two-thirds of the voting power thereof were cast in favor of the adoption of said Agreement and Plan of Merger.

Witness my hand and the seal of said Timesavers, Inc., a Minnesota corporation, this 24th day of June, 1974.


Assistant Secretary



M-42, 506

I, G. GALE ROBERSON, JR., Assistant Secretary of Timesavers, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and by a majority of the directors of the said corporation and having been signed by a majority of the Board of Directors of Timesavers, Inc., a corporation organized and existing under the laws of the State of Minnesota, was duly approved without a meeting, without prior notice and without a vote, by a consent in writing, setting forth the action so taken, signed by the holders of all of the outstanding stock of the said Timesavers, Inc., a Delaware corporation, as provided by section 228 of the General Corporation Law of the State of Delaware, on the 24th day of June, 1974, and that thereby the Agreement and Plan of Merger was by said consent duly adopted as the act of the stockholders of said Timesavers, Inc., a Delaware corporation, and the duly adopted agreement of said corporation.

Witness my hand and the seal of said Timesavers, Inc., a Delaware corporation, on this 24th day of June, 1974.


.....
Assistant Secretary

(CORPORATE SEAL)

v

M-42, 507

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto and having been adopted separately by each corporate party thereto, with respect to Timesavers, Inc., a Delaware corporation, in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the Business Corporation Act of the State of Minnesota, and with respect to Timesavers, Inc., a Minnesota corporation, in accordance with the provisions of the Business Corporation Act of the State of Minnesota, the President of each corporate party thereto does now hereby execute said Agreement and Plan of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest said Agreement and Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on the 24th day of June, 1974.

TIMESAVERS, INC.,
a Delaware corporation

George C. McKeown
President

(CORPORATE SEAL)

ATTEST:

Walter Robinson
Assistant Secretary

TIMESAVERS, INC.,
a Minnesota corporation

Robert L. Schubert
President

(CORPORATE SEAL)

ATTEST:

Raymond J. Vaer
Assistant Secretary

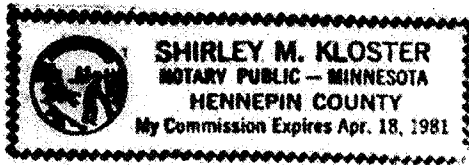
M-42, 508

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss.:

On this 24th day of June 1974, personally came before me, a Notary Public in and for the County and State aforesaid, GORDON L. SCHUSTER, President of Timesavers, Inc. a corporation of the State of Minnesota, and RAYMOND S. VOLD, an Assistant Secretary of said corporation; and they duly executed the foregoing Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be their act and deed as such President and Assistant Secretary respectively, and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed thereto and attested by an Assistant Secretary of said corporation is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)



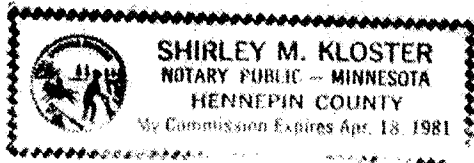
Shirley M. Kloster
Notary Public

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss.:

On this 24th day of June 1974, personally came before me, a Notary Public in and for the County and State aforesaid, GEORGE E. MCKEWEN, President of Timesavers, Inc. a corporation of the State of Delaware, and G. GALE ROBERSON, JR., an Assistant Secretary of said corporation; and they duly executed the foregoing Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be their act and deed as such President and Assistant Secretary, respectively, and the act and deed of said corporation and the facts stated therein are true, and that the seal affixed thereto and attested by an Assistant Secretary of said corporation is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)



Shirley M. Kloster
Notary Public

M-42, 509

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 24 day of June
A. D. 1974, at 2:30 o'clock P. M.,
and was duly recorded in Book M-42
of Incorporations, on page 501

Arden d. Erdahl
Secretary of State

APPROVED
INDEXED
FILED
DEC 20 1974