

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM630024

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/22/2020
<b>RESUBMIT DOCUMENT ID:</b>	900599521

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fidelity National Card Services, Inc.		12/22/2020	Corporation: FLORIDA

**RECEIVING PARTY DATA**

<b>Name:</b>	Fidelity Information Services, LLC
<b>Street Address:</b>	601 Riverside Avenue
<b>City:</b>	Jacksonville
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32204
<b>Entity Type:</b>	Limited Liability Company: ARKANSAS

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
<b>Registration Number:</b>	3214972	BASE2000
<b>Registration Number:</b>	3115941	PRODIRECT
<b>Registration Number:</b>	4246563	SCOREMORE REWARDS
<b>Registration Number:</b>	2992244	SCORECARD
<b>Registration Number:</b>	4210817	EPIX
<b>Registration Number:</b>	6092323	QUICKPERKS
<b>Serial Number:</b>	88619771	GAMES & MORE

**CORRESPONDENCE DATA**

Fax Number: 2023545232

*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: 202-808-3570

Email: docketing@kelly-ip.com

Correspondent Name: David M. Kelly and Lynn M. Jordan

Address Line 1: Kelly IP, LLP

Address Line 2: 1300 19th Street, N.W., Suite 300

Address Line 4: Washington, D.C. 20036

<b>ATTORNEY DOCKET NUMBER:</b>	120.1645
<b>NAME OF SUBMITTER:</b>	David M. Kelly
<b>SIGNATURE:</b>	/David M. Kelly/
<b>DATE SIGNED:</b>	03/05/2021

**Total Attachments: 14**

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**STATE OF ARKANSAS**

**SECRETARY OF STATE**

**John Thurston**

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, John Thurston, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

**Articles of Merger**

of

**FIDELITY NATIONAL CARD SERVICES, INC.**

with and into

**FIDELITY INFORMATION SERVICES, LLC**

filed in this office December 22, 2020.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 22nd day of December, 2020.

*John Thurston*

Arkansas Secretary of State

TRADEMARK

REEL: 007210 FRAME: 0765



**ARTICLES OF MERGER**

Fidelity Information Services, LLC  
601 Riverside Avenue  
Jacksonville, Florida 32204

December 22, 2020

Arkansas Secretary of State  
1401 W. Capitol, Suite 250  
Little Rock, Arkansas 72201

Dear Sir or Madam:

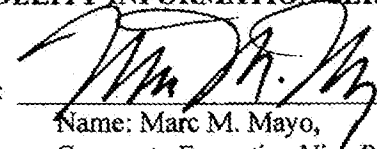
Attached hereto as Exhibit A please find an Agreement of Merger, dated as of December 22, 2020, by and between Fidelity National Card Services, Inc., a Florida corporation ("FNCSI") and Fidelity Information Services, LLC, an Arkansas limited liability company ("FIS") (the "**Merger Agreement**"). The purpose of this letter is to accompany the filing of the Merger Agreement, in accordance with the Arkansas Small Business Entity Tax Pass Through Act.

The Merger Agreement sets forth the terms of the merger of FNCSI with and into FIS, with FIS as the surviving company. The directors and sole shareholder of FNCSI have each approved of the merger and the Merger Agreement. Additionally, the sole member of FIS has approved of the merger and the Merger Agreement. The Merger Agreement is effective as of December 22, 2020 and does not provide for any changes to the organizational documents of FIS as the surviving company.

The undersigned certifies that the merger was approved as required by the surviving organization's governing statute and includes the information required by A.C.A. § 4-32-1208. The undersigned understands that knowingly signing a false document with the intent to file with the Arkansas Secretary of State is a Class C misdemeanor and is punishable by a fine up to \$100.00 and/or imprisonment up to 30 days.

Best regards,

**FIDELITY INFORMATION SERVICES, LLC**

By:   
Name: Marc M. Mayo,  
Corporate Executive Vice President and  
Chief Legal Officer

[enclosures]

EXHIBIT A  
MERGER AGREEMENT

## MERGER AGREEMENT

This Merger Agreement, dated as of December 22, 2020 (this "**Agreement**"), is entered into by and between Fidelity National Card Services, Inc., a Florida corporation ("**FNCSI**"), and Fidelity Information Services, LLC, an Arkansas limited liability company (the "**Company**").

### RECITALS

**WHEREAS**, FNCSI has one thousand (1,000) shares of common stock at par value of \$1.00 each of which one thousand (1,000) shares are issued and outstanding (the "**FNCSI Common Stock**").

**WHEREAS**, as of the Effective Time (as defined below), all of the FNCSI Common Stock is owned by the Company.

**WHEREAS**, the parties desire to merge FNCSI with and into the Company, pursuant to which the Company will continue as the surviving company and the separate existence of FNCSI will cease, upon the terms and subject to the conditions set forth in this Agreement (the "**Merger**").

**WHEREAS**, the sole member of the Company and the board of directors and the sole stockholder of FNCSI (a) have each (i) determined that the Merger is advisable and in the best interests of the Company and FNCSI and (ii) approved and adopted this Agreement and (b) approve the Merger.

**NOW, THEREFORE**, in consideration of the premises and the respective representations, warranties, covenants and agreements set forth in this Agreement, FNCSI and the Company hereby agree as follows:

### I. THE MERGER

**1.1 Merger.** In accordance with the provisions of this Agreement, the Florida Business Corporations Act (the "**FBCA**") and the Arkansas Small Business Entity Tax Pass Through Act (the "**AR LLCA**"), at the Effective Time (as defined below), FNCSI will be merged with and into the Company, FNCSI's separate existence will cease and the Company will be the surviving company in the Merger and shall succeed to and assume all the rights and obligations of FNCSI. The Company, as the surviving company after the Merger, is herein sometimes referred to as the "**Surviving Company**."

**1.2 Filing and Effectiveness.** Immediately after signing this Agreement, the parties will cause (i) Articles of Merger (the "**FL Articles of Merger**") in substantially the form of Exhibit A hereto, meeting the requirements of the FBCA, to be executed and filed with the Florida Department of State, Division of Corporations and (ii) Articles of Merger (the "**AR Articles of Merger**") in substantially the form of Exhibit B hereto, meeting the requirements of the FBCA, to be executed and filed with the Florida Department of State, Division of Corporations, meeting the requirements of the AR LLCA, to be executed and filed with the Secretary of State of the State of Arkansas. The Merger will become effective at the time when the FL Articles of Merger have been duly filed with the Florida Department of State, Division of Corporations and the AR Articles of Merger have been duly filed with the Secretary of State of the State of Arkansas or such later time as may be specified in the FL Articles of Merger and the AR Articles of Merger (the "**Effective Time**").

#### 1.3 Effects of the Merger.

(a) **General.** The Merger will have the effects specified in Section 4-32-1209 of the AR LLCA.

(b) Managers and Officers. Following the Effective Time, the managers of the Company immediately prior to the Effective Time shall be the managers of the Surviving Company, and the officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation, retirement, disqualification or removal in accordance with applicable law and the Certificate of Formation and Operating Agreement of the Company.

(c) Effect on Capital Stock. At and as of the Effective Time, without any action on the part of FNCSI or the Company, as the case may be, or of any holder of any shares of capital stock of or other equity interest in FNCSI or the Company, the shares of capital stock and other securities of FNCSI and the Company will be treated as follows:

(i) Cancellation of FNCSI Common Stock. Each share of FNCSI Common Stock outstanding immediately prior to the Effective Time will be canceled without payment of any consideration therefor and shall cease to exist.

(ii) Surrender of FNCSI Common Stock. At or before the Effective Time, the Company shall surrender any and all outstanding certificates representing shares of FNCSI Common Stock to the Surviving Company.

**1.4 Taking of Necessary Action; Further Action.** Prior to the Effective Time, the Company and FNCSI shall take all such action as shall be necessary or appropriate to effectuate the Merger. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title and possession to all assets, property, rights, privileges, powers, and franchises of the Company and FNCSI, the officers and managers of the Surviving Company are fully authorized, in the name of and on behalf of the Company and FNCSI, to take, and the Company will cause them to take, all such lawful and necessary action.

## II. GENERAL

**2.1 Termination.** FNCSI and the Company, by written agreement, may terminate this Agreement as to all parties and the Merger may be abandoned for any reason whatsoever, at any time prior to the Effective Time.

**2.2 No Third-Party Beneficiaries:** There are no third-party beneficiaries having rights under or with respect to this Agreement.

**2.3 Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the State of Arkansas, without giving effect to any choice of law principles.

**2.4 Amendments.** This Agreement may not be amended or modified except by a writing signed by all of the parties.

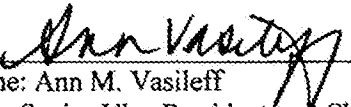
**2.5 Entire Agreement.** This Agreement, together with the Exhibits hereto, constitutes the entire agreement and understanding of the parties in respect of its subject matter and supersedes all prior understandings, agreements or representations by or among the parties, written or oral, to the extent they relate in any way to the subject matter hereof.

**2.6 Counterparts.** This Agreement may be executed in two or more counterparts, each of which will be deemed to be an original and all of which together will constitute one and the same instrument.

*[signature page follows]*

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their authorized representative as of the date stated in the introductory paragraph of this Agreement.

**FIDELITY NATIONAL CARD SERVICES, INC.**

By:   
Name: Ann M. Vasileff  
Title: Senior Vice President and Chief Tax  
Officer

**FIDELITY INFORMATION SERVICES, LLC**

By:   
Name: Marc M. Mayo  
Title: Corporate Executive Vice President and  
Chief Legal Officer



EXHIBIT A

**FL ARTICLES OF MERGER**



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Merger* pursuant to section 607.1105, Florida Statutes, when two or more entities merge. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

The document must be typed or printed and must be legible.

**PLEASE NOTE:** The term 'domestic' when used in this document is referring to a 'Florida' entity.

Pursuant to section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90<sup>th</sup> day after the date on which the document is filed.

**Filing Fee**                                **\$35.00 for each merging and \$35 for each surviving entity** (Includes a letter of acknowledgment)

**Certified Copy (optional)**    **\$8.75**

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Fidelity Information Services, LLC  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Sarah Price

Contact Person

FIS

Firm/Company

601 Riverside Avenue

Address

Jacksonville, FL 32204

City/State and Zip Code

Sarah.E.Price@fisglobal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_ At ( \_\_\_\_\_ ) \_\_\_\_\_  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

# ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Fidelity Information Services, LLC	Arkansas	Foreign Limited Liability Co.	M11000005170

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Fidelity National Card Services, Inc.	Florida	Profit Corporation	449022
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

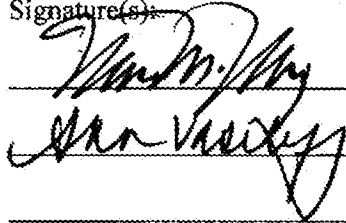
**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Fidelity Information Services, LLC

Fidelity National Card Services, Inc.

Signature(s):



Typed or Printed  
Name of Individual:

Marc M. Mayo, CEVP & Chief Legal Officer

Ann M. Vasiloff, SVP & Chief Tax Officer

Corporations:

Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

TRADEMARK

REEL: 007210 FRAME: 0776

**EXHIBIT B**  
**AR ARTICLES OF MERGER**