

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM646973

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/07/2021
<b>RESUBMIT DOCUMENT ID:</b>	900613276

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Talos Sub, Inc.		04/07/2021	Corporation: DELAWARE
Root AI, Inc.		04/07/2021	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	AppHarvest Technology, Inc.
<b>Street Address:</b>	500 Appalachian Way
<b>City:</b>	Morehead
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	40351
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
<b>Serial Number:</b>	88062817	ROOT AI
<b>Registration Number:</b>	6171445	ROOT AI
<b>Serial Number:</b>	88638203	VIRGO

## CORRESPONDENCE DATA

**Fax Number:** 6173957070  
**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:** 6173957000  
**Email:** pcltrademarks@lalaw.com  
**Correspondent Name:** Peter C. Lando  
**Address Line 1:** 60 State Street, 23rd Floor  
**Address Line 2:** LANDO & ANASTASI, LLP  
**Address Line 4:** Boston, MASSACHUSETTS 02109

<b>ATTORNEY DOCKET NUMBER:</b>	R2099-4000
<b>NAME OF SUBMITTER:</b>	Peter C. Lando
<b>SIGNATURE:</b>	/Peter C. Lando/
<b>DATE SIGNED:</b>	05/14/2021

**Total Attachments: 6**

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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 MERGER, WHICH MERGES:

"TALOS SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ROOT AI, INC." UNDER THE NAME OF "APPHARVEST TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2021, AT 8:23 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6600505 8100M  
SR# 20211215927

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

Authentication: 202917888  
Date: 04-07-21

**TRADEMARK**  
**REEL: 007284 FRAME: 0631**

**CERTIFICATE OF MERGER**

of

**TALOS SUB, INC.**  
a Delaware corporation

with and into

**ROOT AI, INC.**  
a Delaware corporation

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Pursuant to Section 251 of the General Corporation Law of  
the State of Delaware

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Root AI, Inc. does hereby certify as follows:

**FIRST:** That the constituent corporation Talos Sub, Inc. ("*Merger Sub*") was incorporated pursuant to the Delaware General Corporation Law (the "*DGCL*") and the constituent corporation Root AI, Inc. (the "*Company*") was incorporated pursuant to the DGCL.

**SECOND:** That an Agreement and Plan of Merger (the "*Merger Agreement*"), made and entered into as of April 7, 2021, by and among Merger Sub, the Company, and the other parties thereto, setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "*Merger*"), has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) of the DGCL.

**THIRD:** That the Company shall be the surviving corporation after the Merger (the "*Surviving Corporation*") and the name of the Surviving Corporation shall be "AppHarvest Technology, Inc.", a Delaware corporation.

**FOURTH:** That as of the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation, with such amendments as are effected by the Merger, as attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

AppHarvest Technology, Inc.  
c/o AppHarvest, Inc.  
500 Appalachian Way  
Morehead, KY 40351

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Merger to be executed in its corporate name as of this 7<sup>th</sup> day of April, 2021.

**ROOT AI, INC.**

By: \_\_\_\_\_  
Name: Joshua Lessing  
Title: Chief Executive Officer

*[Signature Page to Certificate of Merger]*

**TRADEMARK**  
**REEL: 007284 FRAME: 0634**

**EXHIBIT A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
APPHARVEST TECHNOLOGY, INC.**

**I.**

The name of this corporation is AppHarvest Technology, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware shall be 1209 Orange Street, City of Wilmington, County of New Castle, 19801 or in such other location as the Board of Directors may from time to time determine or the business of the corporation may require. The corporation's registered agent for service of process at such address is The Corporation Trust Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("**DGCL**").

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 1,000, each having a par value of \$0.001.

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B.** The Board of Directors is expressly empowered to adopt, amend, or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend, or repeal the Bylaws of the corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

**C.** Unless and except to the extent that the Bylaws of this corporation shall so require, the election of directors of this corporation need not be by written ballot.

**VI.**

**A.** The personal liability of the directors to the corporation or its stockholders for monetary damages for any breach of a fiduciary duty shall be eliminated to the fullest extent permitted under applicable law.

**B.** This corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any director, officer, or agent of the corporation (and any other persons to which applicable law permits the corporation to provide indemnification) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or agent of the corporation. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

**C.** Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

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