

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM663697

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Delegator, Inc.		12/31/2012	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Delegator, LLC		
<b>Street Address:</b>	701 Cherry Street		
<b>Internal Address:</b>	Suite 300		
<b>City:</b>	Chattanooga		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37402		
<b>Entity Type:</b>	Limited Liability Company: TENNESSEE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4342093	PRO DILIGENCE	
<b>Registration Number:</b>	4346168	PRODILIGENCE	
<b>Registration Number:</b>	3777591	DELEGATOR GET IT DONE.	
<b>Registration Number:</b>	3777583	DELEGATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4049626344		
<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>	4049626444		
<b>Email:</b>	Charles.Forlidas@millermartin.com		
<b>Correspondent Name:</b>	Charles W. Forlidas c/o Miller & Martin		
<b>Address Line 1:</b>	832 Georgia Ave., 1200 Volunteer Bldg.		
<b>Address Line 2:</b>	Attn: Trademark Paralegal		
<b>Address Line 4:</b>	Chattanooga, TENNESSEE 37402-2289		
<b>ATTORNEY DOCKET NUMBER:</b>	22489-0002		
<b>NAME OF SUBMITTER:</b>	Charles W. Forlidas		
<b>SIGNATURE:</b>	/Charles W. Forlidas/		
<b>DATE SIGNED:</b>	07/30/2021		

CH \$115.00 4342093

**Total Attachments: 6**

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Bill Binkley  
M/for March 7



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Delegator, LLC  
430 MARKET ST  
CHATTANOOGA, TN 37402-1203

December 18, 2012

**Control # 703536**

Effective Date: 12/31/2012

**Document Receipt**

Receipt #: 861881	Filing Fee:	\$100.00
Payment-Account - CFS-1, NASHVILLE, TN		\$100.00

883045  
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**ACKNOWLEDGMENT OF MERGER**

**DELEGATOR, INC. (DELAWARE) (Qualified Non-survivor)**

**merged into Delegator, LLC (TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett

Secretary of State

Instrument: 2012122800284  
 Book and Page: G1 9834 436  
 CHARTER FEE \$5.50  
 DATA PROCESSING FEE \$2.00  
 Total Fees: \$7.50  
 User: KDS  
 Date: 12/28/2012  
 Time: 3:50:54 PM  
 Contact: Pam Hurst, Register  
 Hamilton County, Tennessee

Processed By: Cynthia Dunn

09

FILED

Book and Page: GI 9834 437

CERTIFICATE OF MERGER

OF

DELEGATOR, INC.,  
(a Delaware Corporation)

INTO

DELEGATOR, LLC,  
(a Tennessee Limited Liability Company)

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
  - (i) Delegator, Inc., incorporated under the laws of the State of Delaware on May 28, 2009, and qualified to transact business in the State of Tennessee on May 29, 2009.
  - (ii) Delegator, LLC, organized under the laws of the State of Tennessee effective December 31, 2012.
2. An Agreement and Plan of Merger has been approved, and executed by each of the aforesaid constituent entities, that is, by Delegator, Inc. in accordance with the Delaware General Corporation Law, and by Delegator, LLC in the manner as is provided in the Tennessee Revised Limited Liability Company Act.
3. The name of the surviving limited liability company in the merger herein certified is Delegator, LLC, which will continue its existence as said surviving limited liability company under its present name.
4. The merger will be effective on December 31, 2012.
5. The executed Agreement and Plan of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving limited liability company, the address of which is as follows: 430 Market Street, Chattanooga, Hamilton County, Tennessee 37402.
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without cost, to any stockholder of extinguishing foreign corporation or any member of the limited liability company.

Executed to be effective the 31<sup>st</sup> day of December, 2012.

DELEGATOR, LLC

By:   
Stephen A. Culp, President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") was approved by Delegator, Inc., a Delaware corporation ("Delegator DE"), by written consent adopted by its stockholders and directors on December 15, 2012, and Delegator, LLC, a Tennessee limited liability company ("Delegator TN"), by written consents adopted by its members and directors on December 15, 2012.

The Merger. Delegator DE shall, in accordance with the Delaware General Corporation Law (the "DE Act") and the Tennessee Revised Limited Liability Company Act (the "TN Act"), be merged with and into Delegator TN, (the "Merger"). Delegator TN shall be the surviving entity upon December 31, 2012, the effective time of the Merger (the "Effective Time"), which is sometimes hereinafter referred to as the "Surviving Entity," and will continue to exist as the Surviving Entity pursuant to the provisions of the TN Act. The separate existence of Delegator DE, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the Effective Time in accordance with the provisions of the DE Act.

Articles of Organization. The Articles of Organization of the Surviving Entity upon the Effective Time of the Merger shall be the Articles of Organization of the Surviving Entity and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the TN Act.

Operating Agreement. The Operating Agreement of the Surviving Entity as in force and effect upon the Effective Time shall be to be the Operating Agreement of the Surviving Entity (the "Operating Agreement") and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the TN Act.

Officers and Directors. The officers and directors of Delegator TN in place at the Effective Time shall, without any further action by the stockholders or the board of directors of Delegator TN, be appointed as and immediately become, the officers and directors of the Surviving Entity upon the Effective Time.

Merger Consideration. At the Effective Time, each share of common stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time, automatically and without any action by the holder thereof, shall be converted into one (1) member interest unit of Delegator TN. No fractional member interest unit of Delegator TN shall be issued. In lieu thereof, any fractional interest units to which a holder would otherwise be entitled shall be rounded up to the next whole integer. Additionally, each option or warrant to purchase a share of common stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time, automatically and without any action by the holder thereof, shall be converted into an option or warrant to purchase a member interest unit of Delegator TN.

Surviving Entity Stock. Upon the Effective Time of the Merger, each member interest unit of the Surviving Entity outstanding immediately prior to the Effective Time shall be

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cancelled without payment of consideration or any action by the Surviving Entity, the holder of such member interest units or any other person.

Approval. This Agreement and Plan of Merger has been approved by the respective stockholders and directors of Delegator DE by written resolution in the manner prescribed by the DE Act. This Agreement and Plan of Merger has been approved by the respective members and directors of Delegator TN by written resolution in the manner prescribed by the TN Act.

Filing. Delegator DE and the Surviving Entity hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Tennessee and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

Termination. This Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date, whether before or after approval and adoption of this Agreement and Plan of Merger by Delegator TN's members or Delegator DE's stockholders, by:

- (i) mutual written consent;
- (ii) Delegator TN or Delegator DE, if any member or stockholder notifies Delegator TN or Delegator DE, respectively, that such member or stockholder intends to seek dissenter's rights; or
- (iii) either party, if the party not seeking to terminate this Agreement and Plan of Merger suffers any change, event or condition that would have a material adverse effect on such party's business or operations.

Amendments: No Waivers.

(i) Any provision of this Agreement and Plan of Merger may be amended or waived prior to the Effective Date if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by each party to this Agreement and Plan of Merger or, in the case of a waiver, by each party against whom the waiver is to be effective.

(ii) No failure or delay by any party in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any right or remedies provided by law.

Authorization. The directors and the proper officers of Delegator DE and the Surviving Entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger provided for herein.

Further Action. If, at any time after the Effective Time, any further action is determined by the Surviving Entity to be necessary or desirable to carry out the purposes of this Agreement and Plan of Merger and any agreements related thereto or to vest the Surviving Entity with full right, title and possession of and to all rights and property of Delegator DE and Delegator TN, the officers and directors of the Surviving Entity shall be fully authorized (in the name of Delegator TN, in the name of the Terminating Corporation or otherwise) to take such action.

*[Signatures on Next Page]*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 31<sup>st</sup> day of December, 2012.

**DELEGATOR TN:**

DELEGATOR, LLC,  
a Tennessee limited liability company

By:   
Stephen A. Culp, President

**DELEGATOR DE:**

DELEGATOR, INC.,  
a Delaware corporation

By:   
Stephen A. Culp, President

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