

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM673133

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|---|--------------------------------------|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/26/2021 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Classy, Inc. | | 05/26/2021 | Corporation: |
| RECEIVING PARTY DATA | | | |
| Name: | Classy, Inc. | | |
| Street Address: | 533 F Street, Suite 300 | | |
| City: | San Diego | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92101 | | |
| Entity Type: | Public Benefit Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4925853 | CLASSY | |
| Registration Number: | 4877354 | CLASSY | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | 2025853510 | | |
| Email: | ipdocketingbos@mintz.com | | |
| Correspondent Name: | Susan Neuberger Weller | | |
| Address Line 1: | 555 12th Street NW, Suite 1100 | | |
| Address Line 4: | Washington, D.C. 20004 | | |
| ATTORNEY DOCKET NUMBER: | 054510-401T02US | | |
| NAME OF SUBMITTER: | Susan Neuberger Weller | | |
| SIGNATURE: | /Susan Neuberger Weller/ | | |
| DATE SIGNED: | 09/08/2021 | | |
| 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:

"CLASSY, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "CLASSY, INC." UNDER THE NAME OF "CLASSY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2021, AT 3:54 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5938974 8100M
SR# 20212124855

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203304003
Date: 05-26-21

TRADEMARK
REEL: 007416 FRAME: 0217

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:54 PM 05/26/2021
FILED 03:54 PM 05/26/2021
SR 20212124855 - File Number 5938974

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
A FOREIGN CORPORATION INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned surviving corporation executed the following Certificate of Merger:

- FIRST:** The name of each corporation is Classy, Inc., a Delaware public benefit corporation, and Classy, Inc., a California corporation.
- SECOND:** The Agreement and Plan of Merger (the "**Agreement**") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.
- THIRD:** The name of the surviving corporation is Classy, Inc., a Delaware public benefit corporation.
- FOURTH:** The amended and restated certificate of incorporation of the surviving corporation, in substantially the form attached hereto as Exhibit A, shall be its certificate of incorporation.
- FIFTH:** The merger is to become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.
- SIXTH:** A copy of the Agreement is on file at 350 10th Avenue, Suite 1300, San Diego, CA 92101, the place of business of the surviving corporation.
- SEVENTH:** A copy of the Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations
- EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 350 10th Avenue, Suite 1300, San Diego, CA 92101.


DocuSigned by:

By: _____
Name: Christopher Himes
Title: Chief Executive Officer of Classy, Inc., a
Delaware public benefit corporation

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
CLASSY, INC.**

A DELAWARE PUBLIC BENEFIT CORPORATION

The undersigned, a natural person, for the purpose of organizing a public benefit corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the “*DGCL*”), hereby certifies that:

FIRST: The name of this public benefit corporation (hereinafter called the “*Corporation*”) is:

CLASSY, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity or carry on any business for which corporations may be organized under the DGCL or any successor statute. As its specific purpose, the Corporation will provide technology and related products and services to organizations and individuals in order to facilitate and promote the support of nonprofits, charitable causes, and other social impact initiatives.

FOURTH: The Corporation shall be a public benefit corporation as contemplated by subchapter XV of the DGCL, or any successor provisions, that is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders’ pecuniary interests, the best interests of those materially affected by the corporation’s conduct and the public benefit or benefits identified in this Certificate of Incorporation (this “*Certificate*”). If the DGCL is amended to alter or further define the management and operation of public benefit corporations, then the corporation shall be managed and operated in accordance with the DGCL, as so amended.

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100, consisting of 100 shares of common stock, \$0.0001 par value per share (the “*Common Stock*”).

First: Common Stock.

1. Voting Rights. The holders of record of the Common Stock are entitled to one vote per share on all matters to be voted on by the Corporation's stockholders.

2. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors in their sole discretion, subject to provisions of law and any provision of this Certificate, as amended from time to time.

3. Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of record of the Common Stock will be entitled to receive *pro rata* all assets of the Corporation available for distribution to its stockholders.

SIXTH: The name and mailing address of the sole incorporator is as follows:

| <u>Name</u> | <u>Mailing Address</u> |
|-------------|--|
| Autumn Mays | Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 3580 Carmel Mountain Road, Suite 300 San Diego, CA 92130 |

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

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, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

b) After the original or other Bylaws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 109 of the DGCL, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation.

c) The books of the Corporation may be kept at such place within or without the State of Delaware as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers, and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the Bylaws of the Corporation may provide that the Corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the DGCL as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article or adoption of any provision of this Certificate inconsistent with this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the DGCL is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

ELEVENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the DGCL or the Corporation's Certificate or Bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the

Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article ELEVENTH shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article ELEVENTH (including, without limitation, each portion of any sentence of this Article ELEVENTH containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

TWELFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

THIRTEENTH: From time to time any of the provisions of this Certificate other than Article THIRD may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate are granted subject to the provisions of this Article. No amendment, alternation or repeal of Article THIRD of this Certificate or merger of the Corporation with or into another entity that is not a corporation may be effected without the approval of the holders of two-thirds (2/3) of the outstanding stock of the Corporation entitled to vote thereon.

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