

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM691997

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/02/2021
RESUBMIT DOCUMENT ID:	900649404
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
YODERM, Inc.		07/02/2021	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	H&H Derm, Inc.
Street Address:	5672 Telegraph Avenue, Suite 358
City:	Oakland
State/Country:	CALIFORNIA
Postal Code:	94609
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	90448386	A
Serial Number:	88980885	APOSTROPHE
Serial Number:	88072807	APOSTROPHE

CORRESPONDENCE DATA

Fax Number:

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: 6508435096
 Email: trademarks@cooley.com
 Correspondent Name: Anne Peck
 Address Line 1: 1299 Pennsylvania Avenue, Suite 700
 Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER:	318249-20000
NAME OF SUBMITTER:	Brian J. Focarino
SIGNATURE:	/Brian J. Focarino/
DATE SIGNED:	12/02/2021

Total Attachments: 7

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Delaware

The First State

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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:

"CLEAR SUB I, INC.", A DELAWARE CORPORATION,
WITH AND INTO "YODERM, INC." UNDER THE NAME OF "H&H DERM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2021, AT 6:01 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5177340 8100M
SR# 20212622454

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

Authentication: 203596711
Date: 07-02-21

TRADEMARK
REEL: 007496 FRAME: 0688

CERTIFICATE OF MERGER

MERGING

CLEAR SUB I, INC.

A DELAWARE CORPORATION

WITH AND INTO

YODERM, INC.

A DELAWARE CORPORATION

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

YoDerm, Inc., a Delaware corporation ("**Company**"), does hereby certify as follows:

FIRST: The constituent corporations participating in the merger herein certified (the "**Merger**") are: (i) Company and (ii) Clear Sub I, Inc., a Delaware corporation ("**Merger Sub I**") and, together with the Company, the "**Constituent Corporations**").

SECOND: An Agreement and Plan of Merger and Reorganization, dated as of June 23, 2021 (the "**Merger Agreement**"), by and among Hims & Hers Health, Inc., a Delaware corporation ("**Parent**"), Merger Sub I, a direct, wholly-owned subsidiary of Parent, Clear Sub II, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of Parent, Company and Richard S. Nelson, an individual, as stockholder representative of the stockholders of the Company, setting forth the terms and conditions of the merger of Merger Sub I with and into Company, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 228 and Section 251 of the General Corporation Law of the State of Delaware.

THIRD: Company shall be the surviving corporation in the Merger (the "**Surviving Corporation**"). The name of the Surviving Corporation shall be "H&H Derm, Inc."

FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be amended such that upon the effectiveness of the Merger, the certificate of incorporation in the form attached hereto as **Exhibit A** shall be the certificate of incorporation of the Surviving Corporation.

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

H&H Derm, Inc.
5672 Telegraph Avenue, Suite 358
Oakland, CA 94609

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: 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, YoDerm, Inc. has caused this Certificate of Merger to be executed by its authorized officer as of July 2, 2021.

YODERM, INC.

/s/ Ben Holber

Name: Ben Holber

Title: Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

TRADEMARK
REEL: 007496 FRAME: 0691

Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

**H&H DERM, INC.
ARTICLE FIRST**

The name of this Corporation is H&H Derm, Inc.

ARTICLE SECOND

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.01 per share. The total number of shares which the Corporation is authorized to issue is 100.

ARTICLE FIFTH

Except as otherwise provided in this certificate of incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE SIXTH

The number of directors of this Corporation shall be determined in the manner set forth in the Bylaws of this Corporation.

ARTICLE SEVENTH

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE EIGHTH

Meetings of stockholders of this Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as

may be designated from time to time by the board of directors of the Corporation or in the Bylaws of the Corporation.

ARTICLE NINTH

A director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article 9 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 9 by the stockholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification. In addition, nothing in this Article 9 shall adversely affect any right or protection of a director of this Corporation existing at any time prior to the effective time of this certificate of incorporation, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to the effective time of this certificate of incorporation.

ARTICLE TENTH

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this Corporation (and any other persons to which General Corporation Law permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders and others.

Any amendment, repeal or modification of the foregoing provisions of this Article 11 shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification. In addition, nothing in this Article 10 shall adversely affect any right or protection of a director, officer, agent or other person existing at any time prior to the effective time of this certificate of incorporation, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification prior to the effective time of this certificate of incorporation.

ARTICLE ELEVENTH

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 stockholders herein are granted subject to this reservation.

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