

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM705123

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fancy Chap, Inc.		12/30/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	WPEngine, Inc		
Street Address:	504 Lavaca Street, Suite 1000		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4548581	FLYWHEEL	
Registration Number:	6578812	FLYWHEEL	
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:	2319320411		
Email:	brianhall@traverselegal.com		
Correspondent Name:	Brian A. Hall		
Address Line 1:	810 Cottageview Drive, Unit G-20		
Address Line 4:	Traverse City, MICHIGAN 49684		
ATTORNEY DOCKET NUMBER:	WPEngine HR		
NAME OF SUBMITTER:	Brian A. Hall		
SIGNATURE:	/BAH/		
DATE SIGNED:	01/27/2022		
Total Attachments: 4			
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Delaware

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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 OWNERSHIP, WHICH MERGES:

"FANCY CHAP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WPENGINE, INC." UNDER THE NAME OF "WPENGINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2021, AT 5:50 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021.




Jeffrey W. Bullock, Secretary of State

5009150 8100M
SR# 20214270396

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

Authentication: 202463175
Date: 01-24-22

TRADEMARK
REEL: 007570 FRAME: 0710

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FANCY CHAP, INC.
(a Delaware corporation)

WITH AND INTO

WPENGINE, INC.
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

WPEngine, Inc., a Delaware corporation (the "**Company**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Fancy Chap, Inc., a Delaware corporation (the "**Subsidiary**") with and into the Company with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "**DGCL**"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company is the owner of greater than ninety percent (90%) of the issued and outstanding shares of the common stock, \$0.001 par value per share, of the Subsidiary ("**Subsidiary Common Stock**"), and the Subsidiary Common Stock is the only issued and outstanding class of stock of the Subsidiary.

THIRD: The Board of Directors of the Company (the "**Board**"), by the following resolutions duly adopted on the 30th day of December, 2021, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL, with the Company continuing as the surviving corporation:

Approval of Short-Form Merger of the Subsidiary with and into the Company.

WHEREAS, WPEngine, Inc., a Delaware corporation (the "**Company**"), is the owner of greater than ninety percent of the issued and outstanding shares of common stock, \$0.001 par value per share ("**Subsidiary Common Stock**") of Fancy Chap, Inc., a Delaware corporation (the "**Subsidiary**"), and the Subsidiary Common Stock is the only issued and outstanding class of stock of the Subsidiary.

WHEREAS, the Board of Directors of the Company (the "**Board**") deems it advisable and in the best interests of the Company, the Subsidiary and the Company's stockholders that the Subsidiary be merged with and into the Company, pursuant to Section 253 of the DGCL (the "**Merger**"), with the Company continuing as the surviving corporation (the "**Surviving Corporation**").

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, authorized and approved.

RESOLVED FURTHER, that the Merger shall be effective upon the later of the filing of the Certificate of Merger (as defined below) with the Secretary of State of the State of Delaware or December 31, 2021 (as applicable, the "**Effective Time**").

RESOLVED FURTHER, the Surviving Corporation, without further action, shall possess all rights, privileges, powers and franchises of the Subsidiary and the Company, and shall assume all liabilities

and obligations of the Subsidiary and the Company.

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then-outstanding share of the Subsidiary Common Stock held by the Company immediately prior to the Effective Time shall be canceled, and no consideration shall be issued in respect thereof.

RESOLVED FURTHER, that at the Effective Time, the certificate of incorporation of the Company as in effect immediately prior to the Merger shall become the certificate of incorporation of the Surviving Corporation.

RESOLVED FURTHER, that at the Effective Time, the bylaws of the Company as in effect immediately prior to the Merger shall become the bylaws of the Surviving Corporation.

RESOLVED FURTHER, that the directors of the Company at the Effective Time shall be the initial directors of the Surviving Corporation, until their successors are duly elected or appointed.

RESOLVED FURTHER, that the officers of the Company at the Effective Time shall be the initial officers of the Surviving Corporation, until their successors are duly elected or appointed.

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and empowered, in the name and on behalf of the Company, to make, execute, acknowledge and file with the Secretary of State of the State of Delaware, pursuant to Section 253 of the DGCL, a certificate of ownership and merger setting forth a copy of these resolutions and the date of their adoption (the "*Certificate of Merger*").

RESOLVED FURTHER, that, at any time prior to the time that the Certificate of Merger filed with the Secretary of State of the State of Delaware becomes effective, the resolution of merger set forth herein may be terminated by the Board.

RESOLVED FURTHER, that the form, terms and provisions of the Agreement and Plan of Merger as presented to the Board (the "*Merger Agreement*"), be, and hereby are, deemed advisable, fair and in the best interests of the Company and are hereby approved, authorized and adopted in all respects.

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver the Merger Agreement, with such changes, additions, deletions, supplements and amendments thereto as the officers of the Company may deem necessary or advisable, in consultation with legal counsel, each such determination to be conclusively evidenced by such officer's execution and delivery thereof.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The Company is the surviving corporation and holds all outstanding shares of Subsidiary Common Stock so approval by the holders of a majority of the outstanding stock is not required in accordance with Sections 228 and 253 of the DGCL.

SIXTH: The Merger shall be effective upon the later of (i) the filing of the Certificate of Merger (as defined below) with the Secretary of State of the State of Delaware or (ii) December 31, 2021 (as applicable, the "*Effective Time*").

(Signature Page Follows)

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on this 30th day of December 2021.

WPENGINE, INC.

By: /s/ David Brolsma
Name: David Brolsma
Title: Treasurer and Chief Financial
Officer

**SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER**