

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM720666

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/15/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NURSEGRID, INC.		10/15/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	HEALTHSTREAM, INC.		
Street Address:	500 11th Avenue North		
Internal Address:	Suite 1000		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37203		
Entity Type:	Corporation: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4938731	FOR NURSES, BY NURSES	
CORRESPONDENCE DATA			
Fax Number:	6157426293		
<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:	6157426226		
Email:	trademarks@bassberry.com		
Correspondent Name:	Katherine Todd		
Address Line 1:	150 3rd Ave. S.		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37201		
ATTORNEY DOCKET NUMBER:	052898.0000		
NAME OF SUBMITTER:	Katherine Todd		
SIGNATURE:	/Katherine Todd/		
DATE SIGNED:	04/12/2022		
Total Attachments: 12			
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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 OWNERSHIP, WHICH MERGES:

"NURSEGRID, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HEALTHSTREAM, INC." UNDER THE NAME OF
"HEALTHSTREAM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN
THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2021, AT 5:28
O`CLOCK P.M.



6313452 8100M
SR# 20213529652

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204437911
Date: 10-18-21

TRADEMARK
REEL: 007689 FRAME: 0304

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
NURSEGRID, INC.
WITH AND INTO
HEALTHSTREAM, INC.

October 15, 2021

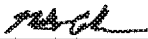
Pursuant to Section 253 of the Delaware General Corporation Law (the "**DGCL**"), HealthStream, Inc., a Tennessee corporation (the "**Corporation**"), does hereby certify to the following information relating to the merger (the "**Merger**") of NurseGrid, Inc., a Delaware corporation (the "**Subsidiary**") with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns one hundred percent (100%) of the outstanding shares of each class of capital stock of the Subsidiary.
2. The board of directors of the Corporation, by resolutions duly adopted upon written consent on October 15, 2021 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation in the State of Delaware, as well as for enforcement of any obligation of the Corporation arising from the Merger, and the Delaware Secretary of State is irrevocably appointed as its agent to accept service of process in any such suit or other proceedings, and a copy of such process shall be mailed by the Delaware Secretary of State to the following address: 500 11th Avenue North, Ste 1000, Nashville, TN 37203-3384; Attention: General Counsel.
5. This Certificate of Ownership and Merger and the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Delaware Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer as of the date first written above.

HEALTHSTREAM, INC.

By: 
Michael Collier (Sep 29, 2021 14:50 CDT)
Name: Michael M. Collier
Title: SVP, Business Development and General Counsel

[Signature Page to Certificate of Ownership and Merger (NurseGrid, Inc.)]

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REEL: 007689 FRAME: 0306

EXHIBIT A

HEALTHSTREAM, INC. BOARD CONSENT

[Attached.]

**HEALTHSTREAM, INC.
ACTION TAKEN ON WRITTEN CONSENT
BY THE BOARD OF DIRECTORS**

Pursuant to Section 48-18-202 of the Tennessee Business Corporation Act (the "Act"), the undersigned, being all of the members of the Board of Directors (the "Board") of HealthStream, Inc., a Tennessee corporation (the "Company"), on this 15th day of October, 2021, do hereby consent to and take the following actions as evidenced by our signatures hereto:

[remainder of page intentionally left blank]

Merger of CHC Max Holdings, LLC with and into the Company

WHEREAS, after due consideration, the Board deems it advisable and in the best interests of the Company, the shareholders of the Company and CHC Max Holdings, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company (“CHC”), to merge CHC with and into the Company, with the Company as the surviving entity (the “CHC Merger”), on the terms and provisions as stated in the Agreement and Plan of Merger (the “CHC Plan of Merger”), pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 48-21-105 of the Act; and

WHEREAS, pursuant to the CHC Plan of Merger, (i) the currently issued and outstanding shares of capital stock of the Company shall be unaffected by the consummation of the Merger, and (ii) all issued and outstanding units of membership interest of CHC shall be cancelled upon consummation of the Merger and CHC shall cease to exist.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the CHC Plan of Merger, with such changes as may be approved by the officers executing the same, are hereby adopted and approved;

FURTHER RESOLVED, that the officers of the Company (the “Authorized Signatories”) are, and any one of them is, hereby authorized to execute the CHC Plan of Merger in the name and on behalf of the Company and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that the officers of CHC (the “CHC Signatories”) are, and any one of them is, hereby authorized to execute the CHC Plan of Merger in the name and on behalf of CHC and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that any and all such actions heretofore taken by the Authorized Signatories and the CHC Signatories are hereby ratified in all respects.

[remainder of page intentionally left blank]

Merger of NurseGrid, Inc. with and into the Company

WHEREAS, after due consideration, the Board deems it advisable and in the best interests of the Company, the shareholders of the Company and Nurse Grid, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (“NurseGrid”), to merge Nurse Grid with and into the Company, with the Company as the surviving entity (the “NurseGrid Merger”), on the terms and provisions as stated in the Agreement and Plan of Merger (the “NurseGrid Plan of Merger”), pursuant to Section 253 of the Delaware General Corporation Law and Section 48-21-105 of the Act; and

WHEREAS, pursuant to the NurseGrid Plan of Merger, (i) the currently issued and outstanding shares of capital stock of the Company shall be unaffected by the consummation of the Merger, and (ii) all issued and outstanding shares of capital stock of NurseGrid shall be cancelled upon consummation of the Merger and NurseGrid shall cease to exist.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the Nurse Grid Plan of Merger, with such changes as may be approved by the officers executing the same, are hereby adopted and approved;

FURTHER RESOLVED, that the Authorized Signatories are, and any one of them is, hereby authorized to execute the NurseGrid Plan of Merger in the name and on behalf of the Company and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that the officers of Nurse Grid (the “NurseGrid Signatories”) are, and any one of them is, hereby authorized to execute the NurseGrid Plan of Merger in the name and on behalf of NurseGrid and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that any and all such actions heretofore taken by the Authorized Signatories and the NurseGrid Signatories are hereby ratified in all respects.

[remainder of page intentionally left blank]

Merger of ShiftWizard, Inc. with and into the Company

WHEREAS, after due consideration, the Board deems it advisable and in the best interests of the Company, the shareholders of the Company and ShiftWizard, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("ShiftWizard"), to merge ShiftWizard with and into the Company, with the Company as the surviving entity (the "ShiftWizard Merger"), on the terms and provisions as stated in the Agreement and Plan of Merger (the "ShiftWizard Plan of Merger"), pursuant to Section 253 of the Delaware General Corporation Law and Section 48-21-105 of the Act; and

WHEREAS, pursuant to the ShiftWizard Plan of Merger, (i) the currently issued and outstanding shares of capital stock of the Company shall be unaffected by the consummation of the Merger, and (ii) all issued and outstanding shares of capital stock of ShiftWizard shall be cancelled upon consummation of the Merger and ShiftWizard shall cease to exist.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the ShiftWizard Plan of Merger, with such changes as may be approved by the officers executing the same, are hereby adopted and approved;

FURTHER RESOLVED, that the Authorized Signatories are, and any one of them is, hereby authorized to execute the ShiftWizard Plan of Merger in the name and on behalf of the Company and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that the officers of ShiftWizard (the "ShiftWizard Signatories") are, and any one of them is, hereby authorized to execute the ShiftWizard Plan of Merger in the name and on behalf of ShiftWizard and to cause a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, Articles of Merger to be filed with the Secretary of State of the State of Tennessee, and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that any and all such actions heretofore taken by the Authorized Signatories and the ShiftWizard Signatories are hereby ratified in all respects.

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Merger of HSTM Max Holdings, Inc. with and into the Company

WHEREAS, after due consideration, the Board deems it advisable and in the best interests of the Company, the shareholders of the Company and HSTM Max Holdings, Inc., a Tennessee corporation and wholly-owned subsidiary of the Company ("HSTM Max") to merge HSTM Max with and into the Company, with the Company as the surviving entity in the merger (the "HSTM Max Merger"), on the terms and provisions as stated in the Agreement and Plan of Merger (the "HSTM Max Plan of Merger"), pursuant to Section 48-21-105 of the Act;

WHEREAS, pursuant to the HSTM Max Plan of Merger, (i) the currently issued and outstanding shares of capital stock of the Company shall be unaffected by the consummation of the Merger, and (ii) all issued and outstanding shares of capital stock of HSTM Max shall be cancelled upon consummation of the Merger and HSTM Max shall cease to exist.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the HSTM Max Plan of Merger, with such changes as may be approved by the officers executing the same, are hereby adopted and approved;

FURTHER RESOLVED, that the Authorized Signatories are, and any one of them is, hereby authorized to execute the HSTM Max Plan of Merger in the name and on behalf of the Company and to cause Articles of Merger to be filed with the Secretary of State of the State of Tennessee and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that the officers of HSTM Max (the "HSTM Max Signatories") are, and any one of them is, hereby authorized to execute the HSTM Max Plan of Merger in the name and on behalf of HSTM Max and to cause Articles of Merger to be filed with the Secretary of State of the State of Tennessee and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that any and all such actions heretofore taken by the Authorized Signatories and the HSTM Max Signatories are hereby ratified in all respects.

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Merger of ProcessData, Ltd. with and into the Company

WHEREAS, after due consideration, the Board deems it advisable and in the best interests of the Company, the shareholders of the Company and ProcessData, Ltd., an Illinois corporation and wholly-owned subsidiary of the Company ("ProcessData") to merge ProcessData with and into the Company, with the Company as the surviving entity in the merger (the "ProcessData Merger"), on the terms and provisions as stated in the Agreement and Plan of Merger (the "ProcessData Plan of Merger"), pursuant to Section 7.10 of the Illinois Business Corporation Act of 1983 and Section 48-21-105 of the Act;

WHEREAS, pursuant to the ProcessData Plan of Merger, (i) the currently issued and outstanding shares of capital stock of the Company shall be unaffected by the consummation of the Merger, and (ii) all issued and outstanding shares of capital stock of ProcessData shall be cancelled upon consummation of the Merger and ProcessData shall cease to exist.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the ProcessData Plan of Merger, with such changes as may be approved by the officers executing the same, are hereby adopted and approved;

FURTHER RESOLVED, that the Authorized Signatories are, and any one of them is, hereby authorized to execute the ProcessData Plan of Merger in the name and on behalf of the Company and to cause Articles of Merger to be filed with the Secretary of State of the State of Tennessee and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that the officers of ProcessData (the "ProcessData Signatories") are, and any one of them is, hereby authorized to execute the ProcessData Plan of Merger in the name and on behalf of ProcessData and to cause Articles of Merger to be filed with the Secretary of State of the State of Tennessee and to make such other filings and actions as may be deemed necessary by the Authorized Signatories;

FURTHER RESOLVED, that any and all such actions heretofore taken by the Authorized Signatories and the ProcessData Signatories are hereby ratified in all respects.

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General

FURTHER RESOLVED, that any of the Authorized Officers and such officers of the subsidiaries of the Company authorized in the foregoing resolutions be, and each hereby is, authorized, empowered and directed, in the name of and on behalf of the Company and its subsidiaries, as applicable, to take such further actions and pay such costs and expenses as such officer deems necessary or appropriate to carry into effect the foregoing resolutions, the taking of such actions and payment of such costs and expenses to be deemed conclusive evidence of the authorization and approval thereof and the binding effect thereof on the Company and its applicable subsidiary; and


FURTHER RESOLVED, that any and all actions previously taken on behalf of the Company and its subsidiaries, by the Authorized Officers and such officers of the subsidiaries of the Company authorized in the foregoing resolutions in connection with the transactions contemplated hereby are hereby ratified, approved and confirmed in all respects.

FURTHER RESOLVED, that this Consent may be signed in two or more counterparts, each of which shall be deemed an original, and all of which shall be deemed one instrument.

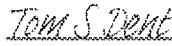
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this action taken on written consent as of the date first written above for the purpose of evidencing (i) their consent to the taking of the foregoing actions without a meeting, and (ii) their affirmative vote in favor of the taking of the foregoing actions.


BOARD OF DIRECTORS:


Robert A. Frist, Jr. (Sep 28, 2021 12:27 CDT)


Robert A. Frist, Jr.


Tom S. Dent (Sep 28, 2021 13:24 CDT)

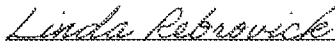
Thompson S. Dent


Frank E. Gordon (Sep 28, 2021 18:29 CDT)


Frank E. Gordon


Jeffrey L. McLaren (Oct 03, 2021 09:35 CDT)

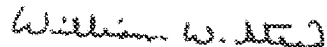
Jeffrey L. McLaren


Linda Rebrovick (Oct 4, 2021 13:05 EDT)

Linda Rebrovick


Michael Shmerling (Sep 28, 2021 09:45 CDT)

Michael Shmerling


William W. Stead, M.D. (Oct 03, 2021 09:47 CDT)

William W. Stead, M.D.


Deborah Taylor Tate (Oct 6, 2021 07:47 CDT)

Deborah Taylor Tate

[Signature Page to Action Taken on Written Consent]