

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM740164

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Zearn, Inc.		03/29/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zearn		
<b>Street Address:</b>	261 WEST 35TH STREET		
<b>Internal Address:</b>	15th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10001		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 28</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5098776	ADDITION MAGICIAN	
<b>Registration Number:</b>	5098775	ADDITION MAGICIAN RETURNS	
<b>Registration Number:</b>	5391167	BUNDLE THE SEA	
<b>Registration Number:</b>	5714335	COUNT THE COSMOS	
<b>Registration Number:</b>	5391168	DISCOVERY CANYON	
<b>Registration Number:</b>	5391165	FORM TO FORM	
<b>Registration Number:</b>	5098778	FRACTION ACTION	
<b>Registration Number:</b>	5391166	HOP SKIP SPLASH!	
<b>Serial Number:</b>	90820043	IMPOPPABLE	
<b>Registration Number:</b>	5094063	MAKE AND BREAK	
<b>Registration Number:</b>	5098774	MULTIPLY MANIA	
<b>Registration Number:</b>	5094062	NEXT STOP TOP	
<b>Registration Number:</b>	5103290	NUMBER GYM	
<b>Registration Number:</b>	5094064	PAIR COMPARE	
<b>Registration Number:</b>	5755492	POLAR PLACE VALUES	
<b>Registration Number:</b>	5400425	SUM SNACKS	
<b>Registration Number:</b>	5356894	THE COUNTING TRAIN	
<b>Registration Number:</b>	5094061	TOTALLY TIMES	

CH \$715.00 5098776

Property Type	Number	Word Mark
Registration Number:	5258644	TOWER OF POWER
Registration Number:	6164688	Z
Registration Number:	5007626	ZEARN
Registration Number:	4614394	ZEARN
Registration Number:	5391170	ZEARN 101
Registration Number:	5715442	ZEARN
Registration Number:	5094065	ZEARN SQUAD
Serial Number:	90693528	ZEARNED IT!
Registration Number:	5391169	ZEARNPD
Registration Number:	5007642	Z-SQUAD

**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:** 617-542-5070

**Email:** tmdoctc@fr.com

**Correspondent Name:** Ryan Thomas

**Address Line 1:** Fish & Richardson P.C.

**Address Line 2:** P.O. Box 1022

**Address Line 4:** Minneapolis, MINNESOTA 55440-1022

**NAME OF SUBMITTER:** Elaine Cote

**SIGNATURE:** /Elaine Cote/

**DATE SIGNED:** 07/11/2022

**Total Attachments: 2**

source=37563 Zearn Restated Certificate of Incorporation March 30 2021#page1.tif

source=37563 Zearn Restated Certificate of Incorporation March 30 2021#page2.tif

CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ZEARN, INC.

The undersigned, an officer of Zearn, Inc., a charitable nonstock corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), authorized to amend the Corporation's Certificate of Incorporation, in accordance with sections 242 and 245 of the General Corporation Law of the State of Delaware, certifies as follows:

ARTICLE I. DATE OF INCORPORATION

The Corporation was incorporated on January 17, 2014.

ARTICLE II. NAME

The original Certificate of Incorporation was issued to the Corporation under the name "Zearn, Inc."

ARTICLE III. AMENDMENTS

By affirmative vote of a majority of the Board of Directors of the Corporation in writing, a resolution was duly adopted approving the amendment to and restatement to the Certificate of Incorporation, changing the name of the corporation to "Zearn," in the form of the Amended and Restated Certificate of Incorporation attached as Exhibit A and declaring said amendment to be advisable.

ARTICLE IV. APPROVAL AND ADOPTION OF AMENDMENTS

The amendments to and restatement of the Corporation's Certificate of Incorporation in the form of the Amended and Restated Certificate of Incorporation attached as Exhibit A were approved by a majority of the Board of Directors of the Corporation in writing in accordance with the provisions of sections 242 and 245 of the General Corporation Law of the State of Delaware.

{Signature on next page}

The Corporation has caused this Certificate of Amendment and Restatement of the Certificate of Incorporation of Zearn, Inc., to be executed, as of March 29, 2021, by the undersigned, a duly authorized officer of the Corporation, who acknowledges, under penalties of perjury, that this Certificate of Amendment and Restatement is the act and deed of the Corporation and that the facts stated therein are true.

By: *Norman Atkins*

Name: Norman Atkins

Title: Chairman of the Board