

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM756039

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/07/2020
<b>RESUBMIT DOCUMENT ID:</b>	900701406
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WOS Acquisition Corp.		07/31/2020	Corporation: TEXAS

## RECEIVING PARTY DATA

<b>Name:</b>	WOS, Inc.
<b>Street Address:</b>	801 Congress Street
<b>Internal Address:</b>	#330
<b>City:</b>	Austin
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	78701
<b>Entity Type:</b>	Corporation: TEXAS

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	4768323	RARE
<b>Registration Number:</b>	4846057	THE POPULIST

## CORRESPONDENCE DATA

**Fax Number:** 2027393001  
*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:** 2027395965  
**Email:** joseph.washington@morganlewis.com  
**Correspondent Name:** Joseph E. Washington  
**Address Line 1:** 1111 Pennsylvania Avenue, NW  
**Address Line 4:** Washington, D.C. 20004-2541

<b>ATTORNEY DOCKET NUMBER:</b>	16007-1003
<b>NAME OF SUBMITTER:</b>	Joseph E. Washington
<b>SIGNATURE:</b>	/Joseph E. Washington/
<b>DATE SIGNED:</b>	09/19/2022

**Total Attachments: 10**

source=RARE - Certificate of Merger and Fifth Amended and Restated Certificate of Formation (FILED)#page1.tif  
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Form 622  
 (Revised 12/15)  
 Return in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512 463-5709  
 Filing Fee: see instructions



**Certificate of Merger  
 Combination Merger  
 Business Organizations Code**

This space reserved for office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas  
**AUG 07 2020**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

**WOS, Inc.**  
*Name of Organization*  
 The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*  
TX USA The file number, if any, is 801480730  
*State Country Texas Secretary of State file number*  
 Its principal place of business is 801 Congress Avenue, Suite 330 Austin TX  
*Address City State*  
 The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.  
**Wide Open Media, Inc.**  
*Name as Amended*

**Party 2**

**WOS Acquisition Corp.**  
*Name of Organization*  
 The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*  
TX USA The file number, if any, is 803704730  
*State Country Texas Secretary of State file number*  
 Its principal place of business is 300 Jericho Quadrangle #300 Jericho N  
*Address City State*  
 The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.  
*Name as Amended*

**Party 3**

*Name of Organization*  
 The organization is a \_\_\_\_\_ It is organized under the laws of \_\_\_\_\_

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is \_\_\_\_\_  
State Country Texas Secretary of State file number  
Its principal place of business is \_\_\_\_\_  
Address City State

- The organization will survive the merger.  The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
Name as Amended

**Plan of Merger**

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

**Alternative Statements**

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

- 3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.
- 3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.
- 3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.
- 3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

\_\_\_\_\_  
Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

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4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<i>Name of New Organization 1</i>	<i>Jurisdiction</i>	<i>Entry Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>
<i>Name of New Organization 2</i>	<i>Jurisdiction</i>	<i>Entry Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>
<i>Name of New Organization 3</i>	<i>Jurisdiction</i>	<i>Entry Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip</i>

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_ *Name of domestic entity* was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

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Text Area

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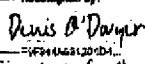
**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: July 31, 2020

WOS, Inc.  
 Merging Entity Name  
(Name Required by)  
  
Signature of authorized person (see instructions)  
Denis O'Dwyer  
 Printed or typed name of authorized person

WOS Acquisition Corp.  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
Jon Carpenter  
 Printed or typed name of authorized person

\_\_\_\_\_  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
 \_\_\_\_\_  
 Printed or typed name of authorized person

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Text Area

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**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: July 31, 2020

WOS, Inc.  
Merging Entity Name

\_\_\_\_\_  
Signature of authorized person (see instructions)

Denis O'Dwyer  
Printed or typed name of authorized person

WOS Acquisition Corp.  
Merging Entity Name

Jon Carpenter  
Signature of authorized person (see instructions)

Jon Carpenter  
Printed or typed name of authorized person

\_\_\_\_\_  
Merging Entity Name

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person

**FIFTH AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF  
WOS, INC.**

**WOS, INC.** (the "**Corporation**"), a corporation organized and existing under and by virtue of the provisions of the Texas Business Organizations Code (the "**TBOC**"), does hereby certify:

**FIRST:** The Corporation was originally incorporated under the name WOS, Inc. pursuant to the TBOC on September 15, 2011. The file number issued to the Corporation by the Secretary of State of the State of Texas is **801480730**.

**SECOND:** This Fifth Amended and Restated Certificate of Formation makes new amendments to the Corporation's Fourth Amended and Restated Certificate of Formation filed with the Secretary of State of the State of Texas on October 5, 2016 (the "**Current Certificate**"). The full text of each added provision is contained in the Fifth Amended and Restated Certificate of Formation attached hereto as Exhibit A (the "**Restated Certificate**").

**THIRD:** The Restated Certificate and each amendment contained therein has been duly adopted in accordance with the provisions of Sections 3.059 and 6.201 of the TBOC and the governing documents of the Corporation by the directors and shareholders of the Corporation. Each new amendment to the Current Certificate has been made in accordance with the TBOC.

**FOURTH:** The Restated Certificate accurately states the text of the Current Certificate being restated and each amendment to the Certificate of Formation being restated that is in effect, as further amended by the Restated Certificate, and does not contain any other change in the Certificate of Formation being restated except for information omitted under Subsection (b) of Section 3.059 of the TBOC.

**FIFTH:** The Restated Certificate so adopted reads in full as set forth in Exhibit A attached hereto and is incorporated herein by this reference.

**SIXTH:** The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

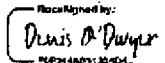
\*\*\*\*\*



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IN WITNESS WHEREOF, The Corporation has caused this Fifth Amended and Restated Certificate of Formation to be executed by its President this 31st day of July, 2020.

WOS, INC.

By:  \_\_\_\_\_  
Name: Denis O'Dwyer  
Title: President

SIGNATURE PAGE TO  
FIFTH AMENDED AND RESTATED CERTIFICATE OF FORMATION  
OF  
WOS, INC.

TRADEMARK  
REEL: 007801 FRAME: 0018

**FIFTH AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF  
WIDE OPEN MEDIA, INC.**

**ARTICLE I**

The filing entity being formed is a for-profit corporation. The name of the entity is Wide Open Media, Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the TBOC.

**ARTICLE III**

The 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 One Million (1,000,000) shares.

**ARTICLE IV**

The street address of the Corporation's initial registered office in the State of Texas is 1999 Bryan Street - Suite 900, Dallas, Texas 75201-3136, Dallas County and the name of its initial registered agent at such address is National Registered Agents, Inc.

**ARTICLE V**

The number of directors constituting the initial Board is three (3) and the names and addresses of the persons who are to serve as the directors until the next annual meeting of shareholders and until their respective successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Andrew Goldberg	300 Jericho Quadrangle #300 Jericho, New York 11753
Jon Carpenter	300 Jericho Quadrangle #300 Jericho, New York 11753
Harold W. Low	300 Jericho Quadrangle #300 Jericho, New York 11753

## ARTICLE VI

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission by the director in the director's capacity as a director, except that this Article does not eliminate or limit the liability of the director to the extent the director is found liable under applicable law for:

- (1) a breach of the director's duty of loyalty, if any, to the Corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

This Article shall be deemed to incorporate by reference any future amendments to the TBOC or any other applicable laws that further limit or eliminate the personal liability of directors.

Any repeal or modification of all or part of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE VII

Any action of the Corporation which, under the provisions of the TBOC, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half of the outstanding shares (or any class or series of the outstanding shares) of the Corporation shall, notwithstanding any such provisions of the TBOC, be deemed authorized or approved if authorized or approved by the vote of the holders of more than one-half of the outstanding shares entitled to vote on such action (or, if the holders of any class or series of the Corporation's shares shall be entitled by the TBOC to vote separately as a class or series, by the vote of the holders of more than one-half of the outstanding shares of each such class or series).

## ARTICLE VIII

Except as otherwise required by law, special meetings of the shareholders of the Corporation may be called by the Chairman of the Board, the President of the Corporation, the Board, such other person or persons as may be authorized in the Corporation's bylaws, or by the holders of at least 30% of all the shares entitled to vote at the proposed special meeting.

## ARTICLE IX

Any action required or authorized to be taken under the TBOC at an annual or special meeting of the shareholders, may be taken without holding a meeting, providing notice, or taking a vote if shareholders of the Corporation having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each shareholder entitled to vote on the action is present and votes, signs a written consent or consents stating the action taken. The Corporation shall promptly notify each shareholder who did not sign such consent of the action that is the subject of thereof.

\* \* \* \* \*