

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM758884

| | | | |
|---|-----------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME | | |
| EFFECTIVE DATE: | 07/24/2018 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Bay Microsystems, Inc. | | 06/28/2018 | Corporation: DELAWARE |
| NEWLY MERGED ENTITY DATA | | | |
| Name | Execution Date | Entity Type | |
| vFabriX, Inc. | 06/29/2018 | Corporation: DELAWARE | |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | | | |
| Name: | Vcinity, Inc. | | |
| Street Address: | 2055 Gateway Place | | |
| Internal Address: | Suite 650 | | |
| City: | San Jose | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 95110 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4683758 | BAY MICROSYSTEMS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4088414710 | | |
| <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: | 6503879859 | | |
| Email: | clevens@levenslaw.com | | |
| Correspondent Name: | Corey A Levens | | |
| Address Line 1: | 666 Glenbrook Drive | | |
| Address Line 4: | Palo Alto, CALIFORNIA 94306 | | |
| NAME OF SUBMITTER: | Corey A. Levens | | |
| SIGNATURE: | /Corey A. Levens/ | | |
| DATE SIGNED: | 10/03/2022 | | |

OP \$40.00 4683758

Total Attachments: 8

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VFABRIX, INC.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

vFabriX, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is vFabriX, Inc. and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 2, 1998, under the name "Bay Microsystems, Inc."

2. Pursuant to a Certificate of Merger filed with the Secretary of State of the State of Delaware on June 29, 2018 (the "**Certificate of Merger**"), and an Agreement and Plan of Merger, dated as of June 28, 2018, among Bay Microsystems, Inc., Bay Recap, Inc., a Delaware corporation, and vFabriX Holdings, Inc., a Delaware corporation, Bay Recap, Inc. was merged with and into Bay Microsystems, Inc. with Bay Microsystems, Inc. as the surviving corporation.

3. Pursuant to the Certificate of Merger, the name of the surviving corporation, Bay Microsystems, Inc., was changed to "vFabriX, Inc."

4. Article First of this corporation's Amended and Restated Certificate of Incorporation is amended to read in full as follows:

"The name of the corporation is Vcinity, Inc. (the "**Corporation**")."

5. Article Second of this corporation's Amended and Restated Certificate of Incorporation is amended to read in full as follows:

"The registered office of the Corporation is located at 2140 S. Dupont Highway, Camden, DE 19934, County of Kent. The name of this Corporation's registered agent at such address is Paracorp, Incorporated."

6. The terms and provisions of this Certificate of Amendment of Certificate of Incorporation have been duly approved and adopted by vote of the required number of shares of each outstanding class of stock of this corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of Certificate of Incorporation has been signed July 24, 2018.

vFabriX, Inc.



Russel Davis, Chief Operating Officer



Corey A. Levens, Assistant Secretary

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 MERGER, WHICH MERGES:

"BAY RECAP, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BAY MICROSYSTEMS, INC." UNDER THE NAME OF "VFABRIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2018, AT 3:05 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2018 AT 5 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2914676 8100M
SR# 20185424484

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

Authentication: 202985575
Date: 06-29-18

TRADEMARK
REEL: 007859 FRAME: 0325

**CERTIFICATE OF MERGER
OF
BAY RECAP, INC. (a Delaware corporation)
WITH AND INTO
BAY MICROSYSTEMS, INC. (a Delaware corporation)**

Pursuant to the provisions of Title 8, Section 251(c) of the Delaware General Corporation Law, **Bay Microsystems, Inc.**, a Delaware corporation, hereby certifies that:

1. The name of the surviving corporation is **Bay Microsystems, Inc.**, a Delaware corporation (the "**Surviving Corporation**"), and the name of the corporation being merged into the Surviving Corporation is **Bay Recap, Inc.**, a Delaware corporation (the "**Merging Corporation**," and together with the Surviving Corporation, collectively referred to as the "**Constituent Corporations**").

2. The Agreement and Plan of Merger, dated as of June 28, 2018 (the "**Merger Agreement**"), among the Surviving Corporation, the Merging Corporation and vFabriX Holdings, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251, and by the written consent of the stockholders of each of the Constituent Corporations in accordance with Section 228, of the Delaware General Corporation Law.

3. The name of the surviving corporation is Bay Microsystems, Inc. The name of the Surviving Corporation shall be amended in the merger to be "vFabriX, Inc."

4. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall be amended and restated as set forth on Exhibit A attached hereto and, as so amended and restated, shall be the Certificate of Incorporation of the Surviving Corporation.

5. The executed Merger Agreement is on file at 2055 Gateway Place, Suite 650, San Jose CA 95110, an office of the Surviving Corporation.

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

7. The merger will be effective at 5:00 pm Eastern Time on June 28, 2018.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by its duly authorized officer as of the 28th day of June, 2018.

BAY MICROSYSTEMS, INC.,
a Delaware corporation

By: 

Name: Harry Carr

Title: CEO

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF
INCORPORATION OF
vFabriX, Inc.**

FIRST: The name of the corporation is vFabriX, Inc (the "**Corporation**").

SECOND: The registered office of the Corporation is located at 1675 South State Street, Suite B, Dover, Kent County, Delaware 19901. The name of the registered agent of the Corporation at such address is Capitol Services, Inc.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the General Corporation Law of Delaware. The Corporation will have perpetual existence.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, par value \$0.001 per share, designated Common Stock.

FIFTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the bylaws of the Corporation.

SIXTH: Directors of the Corporation need not be elected by written ballot unless the bylaws of the Corporation otherwise provide.

SEVENTH: The directors of the Corporation shall have the power to adopt, amend, and repeal the bylaws of the Corporation.

EIGHTH: No contract or transaction between the Corporation and one or more of its directors, officers, or stockholders or between the Corporation and any person (as used herein "person" means other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or stockholders are directors, officers, or stockholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the

stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

NINTH: The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Ninth is in effect. Any repeal or amendment of this Article Ninth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Ninth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Delaware General Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative,

any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

TENTH: A director of the Corporation shall not be personally liable to the 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 the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Tenth by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Tenth, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Delaware General Corporation Law.

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