

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM779751

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/27/2022		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TRIOPEES LLC		12/05/2022	Limited Liability Company: NEVADA
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Callahan Roach L.L.C.	12/05/2022	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Callahan Roach, L.L.C.		
<b>Street Address:</b>	3601 Walnut St., Ste 400		
<b>City:</b>	Denver		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80205		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5203386	PROFIT RHINO	
<b>Registration Number:</b>	5494214	TECHNICIAN SCORECARD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	303-800-0579		
<b>Email:</b>	lisa@evercommerce.com		
<b>Correspondent Name:</b>	Lisa Hephner		
<b>Address Line 1:</b>	3601 Walnut St. Ste 400		
<b>Address Line 4:</b>	Denver, COLORADO 80205		
<b>NAME OF SUBMITTER:</b>	Lisa Hephner		
<b>SIGNATURE:</b>	/LisaHephner-PRCR-jan102023/		
<b>DATE SIGNED:</b>	01/10/2023		

OP \$65.00 5203386

**Total Attachments: 13**

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source=ProfitRhino-CallahanRoach-Merger-Executed#page13.tif

**WRITTEN CONSENT  
OF  
THE SOLE MEMBER  
OF  
TRIOPE, LLC  
December 5, 2022**

THE UNDERSIGNED, being the sole member (the "Sole Member") of Triopes, LLC, a Nevada limited liability company (the "Company"), hereby consents to the adoption of the following resolutions and to the taking of the actions contemplated by such resolutions without a meeting in pursuant to the Nevada Limited Liability Company Act, as applicable, and directs that this consent (this "Consent") be filed in the records of the Company. All such actions and resolutions shall have the same force and effect as though duly taken and adopted at a meeting of the member, as applicable, duly called and legally held.

**WHEREAS**, the Sole Member deems it to be advisable and in the best interests of the Company to file that certain Certificate of Merger with the Nevada Secretary of State, in substantially the form attached hereto as Exhibit A ("Certificate of Merger") in connection with the merger of the Company with and into Callahan Roach, L.L.C., a Delaware limited liability company ("Target"), with Target as the surviving company (the "Merger"), pursuant to the terms of that certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit B (the "Plan of Merger").

**NOW, THEREFORE, BE IT RESOLVED**, that the form, terms and provisions of the Plan of Merger and the transactions contemplated thereby, including, without limitation, the Merger, be, and they hereby are, determined to be fair, advisable and in the best interest of the Company; and that the Plan of Merger be, and it hereby is, adopted and approved;

**FURTHER RESOLVED**, that the officers of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Plan of Merger, including all exhibits attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

**FURTHER RESOLVED**, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Certificate of Merger, including but not limited to, the Merger;

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to prepare, execute and file such governmental filings as may be necessary or required by law in connection with the Merger, including, but not limited to, the filing of the Certificate of Merger with the Secretary of State of Nevada;

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company; to pay or cause to be paid all expenses; and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**FURTHER RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Company and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Company executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company; and

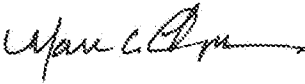
**FURTHER RESOLVED**, that facsimile or electronic signature shall constitute an original signature for all purposes of this Consent and these resolutions.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned has executed this Consent as of the date first set forth above.

**SOLE MEMBER:**

Triopes, LLC

By: 

---

Name: Marc Thompson

Title: CFO

*[Signature Page to Written Consent of the Sole Member of Triopes, LLC]*

**Exhibit A**

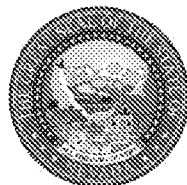
**Certificate of Merger**

See attached.

STATE OF NEVADA

**BARBARA K. CEGAVSKE**

*Secretary of State*



*Commercial Recordings Division*

*202 N. Carson Street*

*Carson City, NV 89701*

*Telephone (775) 684-5708*

*Fax (775) 684-7138*

*North Las Vegas City Hall*

*2250 Las Vegas Blvd North, Suite 400*

*North Las Vegas, NV 89030*

*Telephone (702) 486-2880*

*Fax (702) 486-2888*

**KIMBERLEY PERONDI**

*Deputy Secretary for*

*Commercial Recordings*

**OFFICE OF THE  
SECRETARY OF STATE**

**Business Entity - Filing Acknowledgement**

12/06/2022

**Work Order Item Number:** W2022120501014-2551299

**Filing Number:** 20222799540

**Filing Type:** Articles of Merger

**Filing Date/Time:** 12/5/2022 10:23:00 PM

**Filing Page(s):** 4

**Indexed Entity Information:**

**Entity ID:** E0079352013-3

**Entity Name:** TRIOPES LLC

**Entity Status:** Merge Dissolved

**Expiration Date:** None

Commercial Registered Agent

REGISTERED AGENT SOLUTIONS, INC.

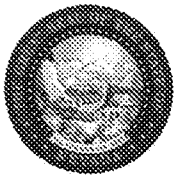
187 E WARM SPRINGS ROAD SUITE B, Las Vegas, NV 89119, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

BARBARA K. CEGAVSKE

Secretary of State



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0079352013-3
Secretary of State State Of Nevada	Filing Number 20222799540
	Filed On 12/5/2022 10:23:00 PM
	Number of Pages 4

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity Information:</b> (Constituent, Acquired or Merging)	Entity Name: Triopes LLC Jurisdiction: Nevada Entity Type*: LLC <i>If more than one entity being acquired or merging please attach additional page.</i>
<b>2. Entity Information:</b> (Resulting, Acquiring or Surviving)	Entity Name: Callahan Roach, LLC Jurisdiction: Delaware Entity Type*: LLC
<b>3. Plan of Conversion, Exchange or Merger:</b> (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
<b>4. Approval:</b> (If more than one entity being acquired or merging please attach additional approval page.)	<b>Exchange/Merger:</b> Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input checked="" type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving Triopes LLC Name of acquired/merging entity Callahan Roach, LLC Name of acquiring/surviving entity
<b>5. Effective Date and Time:</b> (Optional)	Date: 12/27/2022 Time: 11:59 p.m. (must not be later than 90 days after the certificate is filed)

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.





BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
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ABOVE SPACE IS FOR OFFICE USE ONLY

## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**4. Approval**

**Continued:**

(If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
  - Acquired/merging
  - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
  - Acquired/merging
  - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):  
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
  - Acquired/merging
  - Acquiring/surviving

\_\_\_\_\_  
 Name of acquired/merging entity

\_\_\_\_\_  
 Name of acquiring/surviving entity

**4. Approval**

**Continued:**

(If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

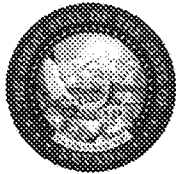
Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
  - Acquired/merging
  - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
  - Acquired/merging
  - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):  
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
  - Acquired/merging
  - Acquiring/surviving

\_\_\_\_\_  
 Name of acquired/merging entity

\_\_\_\_\_  
 Name of acquiring/surviving entity

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

<b>6. Forwarding Address for Service of Process:</b> <small>(Conversion and Mergers only, if resulting/surviving entity is foreign)</small>	<table style="width: 100%; border: none;"> <tr> <td style="border: none;">Registered Agent Solutions, Inc.</td> <td style="border: none; text-align: right;">USA</td> </tr> <tr> <td style="border: none;"><small>Name</small></td> <td style="border: none;"><small>Country</small></td> </tr> <tr> <td style="border: none;">Care of EverCommerce Inc.</td> <td style="border: none;"></td> </tr> <tr> <td style="border: none;">187 E Warm Springs Road</td> <td style="border: none; text-align: right;">Las Vegas NV 89119</td> </tr> <tr> <td style="border: none;"><small>Address</small></td> <td style="border: none;"><small>City State Zip/Postal Code</small></td> </tr> </table>	Registered Agent Solutions, Inc.	USA	<small>Name</small>	<small>Country</small>	Care of EverCommerce Inc.		187 E Warm Springs Road	Las Vegas NV 89119	<small>Address</small>	<small>City State Zip/Postal Code</small>
Registered Agent Solutions, Inc.	USA										
<small>Name</small>	<small>Country</small>										
Care of EverCommerce Inc.											
187 E Warm Springs Road	Las Vegas NV 89119										
<small>Address</small>	<small>City State Zip/Postal Code</small>										
<b>7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):</b> <small>(Merger only) **</small>	<p>N/A</p> <p style="font-size: small;">** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed</p>										
<b>8. Declaration:</b> <small>(Exchange and Merger only)</small>	<p><b>Exchange:</b></p> <p><input type="checkbox"/> The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).</p> <p><b>Merger: (Select one box)</b></p> <p><input checked="" type="checkbox"/> The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).</p> <p><input type="checkbox"/> The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).</p>										
<b>9. Signature Statement: (Required)</b>	<p><input type="checkbox"/> <b>Conversion:</b>        A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.</p> <p>Signatures - must be signed by:</p> <p>1. If constituent entity is a Nevada entity, an officer of each Nevada corporation, all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).</p> <p>2. If constituent entity is a foreign entity, must be signed by the constituent entity in the manner provided by the law governing it.</p> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 10px;"></div> <p>Name of constituent entity</p>										

Form will be returned if unsigned  
 This form must be accompanied by appropriate fees.

Page 3 of 4  
 Revised: 1/1/2019

**TRADEMARK**  
**REEL: 007943 FRAME: 0134**



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 Secretary of State  
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 Carson City, Nevada 89701-4201  
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## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

**9. Signature Statement**  
 Continued: (Required)

**Exchange:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)  
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.  
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**Merger:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers. A trustee of each Nevada business trust (NRS 92A.230).  
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**10. Signature(s):**  
 (Required)

Triopes LLC

Name of acquired/merging entity

X [Signature]  
 Signature (Exchange/Merger)

General Counsel

Title

12/02/2022

Date

*If more than one entity being acquired or merging please attach additional page of information and signatures.*

Callahan Roach, LLC

Name of acquiring/surviving entity

X [Signature]  
 Signature (Exchange/Merger)

General Counsel

Title

12/02/2022

Date

X \_\_\_\_\_  
 Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:  
 (attach additional page(s) if necessary)

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is Callahan Roach, LLC  
\_\_\_\_\_, a Delaware Limited Liability Company.

**Second:** The name of the Limited Liability Company being merged into this surviving  
Limited Liability Company is Triopes LLC.

The jurisdiction in which this Limited Liability Company was formed is Nevada.

**Third:** The Agreement of Merger has been approved and executed by both Limited  
Liability Companies.

**Fourth:** The name of the surviving Limited Liability Company is \_\_\_\_\_  
Callahan Roach, LLC.

**Fifth:** The executed agreement of merger is on file at EverCommerce Solutions, Inc.  
3601 Walnut Street, Ste. 400, Denver, Colorado 80205,  
the principal place of business of the surviving Limited Liability Company.

**Sixth:** A copy of the agreement of merger will be furnished by the surviving Limited  
Liability Company on request, without cost, to any member of the Limited Liability  
Company or any person holding an interest in any other business entity which is to merge  
or consolidate.

Seventh: The effective date of this filing is 12/27/2022 at 11:59 pm.

**IN WITNESS WHEREOF**, said Limited Liability Company has caused this certificate  
to be signed by an authorized person, this 2nd day of December, A.D., 2022.

By:   
Authorized Person

Name: Lisa Storey  
Print or Type

**Exhibit B**

**Plan of Merger**

See attached.

# AGREEMENT AND PLAN OF MERGER

## MERGING

**TRIOPE LLC**  
(a Nevada limited liability company)

## WITH AND INTO

**CALLAHAN ROACH, LLC**  
(a Delaware limited liability company)

**WHEREAS**, each of the Board of Managers and sole shareholder of each of Triopes LLC, a Nevada limited liability company (“Triopes”), and (2) the sole member of Callahan Roach, LLC, a Delaware limited liability company (“Callahan Roach”) have determined that it is advisable for Triopes to merge with and into Callahan Roach upon the terms and conditions provided herein.

**NOW THEREFORE**, Triopes and the Callahan Roach hereby agree to merge into a single limited liability company as follows:

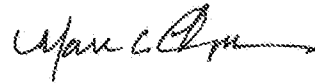
1. Constituent LLC; Surviving LLC. Pursuant to this Agreement of and Plan of Merger, Triopes shall be merged with and into Callahan Roach, with Callahan Roach being the “Surviving Corporation” (the “Merger”). The Surviving Corporation’s name shall be Callahan Roach, LLC.
2. Terms and Conditions of Merger. Callahan Roach will cause a Certificate of Merger and any other required documents to be executed and filed with the Delaware Secretary of State. Triopes will cause Articles of Merger to be filed with the Nevada Secretary of State. The Merger shall be effective as of 11:59 p.m. on December 27, 2022 (the “Effective Time”).
  - a. Continuation of the LLC. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties and assets of Callahan Roach shall continue unimpaired by the Merger.
  - b. Termination of Existence of Triopes. At the Effective Time, the separate existence of Triopes shall cease, and all rights, privileges, powers, franchises, properties, assets, duties, obligations and liabilities of Triopes shall be vested in Callahan Roach, without any further act or deed, and shall be effectively the property of Callahan Roach as they were of Triopes.
3. Organization of Surviving Corporation. The certificate of formation of Callahan Roach shall be the certificate of formation of the Surviving Corporation, and the limited liability company agreement of Callahan Roach shall be the limited liability

company agreement of the Surviving Corporation (the “LLC Agreement”), at and after the Effective Time.

4. Cancellation of the Equity Triopes. At the Effective Time, all issued and outstanding equity of Triopes shall, by virtue of the Merger and without any action on the part of the holders thereof, shall cease to be outstanding and shall be cancelled without consideration.
5. Amendment or Abandonment. This Agreement and Plan of Merger may be amended or abandoned prior to the filing of the Articles of Merger only by a written agreement signed by Callahan Roach and Triopes.

Dated: December 5, 2022

CALLAHAN ROACH, LLC

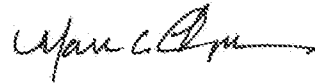


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Name: Marc Thompson

Title: CFO

TRIOPEs LLC



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Name: Marc Thompson

Title: CFO