

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM780653

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/17/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vidcode Inc.		06/03/2016	Corporation: NEW YORK
Vidcode, Inc.		06/03/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Vidcode, Inc.		
Street Address:	195 Montague Street		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11201		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4894692	VIDCODE	
Registration Number:	4870673	VIDCODE	
CORRESPONDENCE DATA			
Fax Number:	5032202480		
<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:	503-294-9848		
Email:	lisa.davis@stoel.com		
Correspondent Name:	Anne W. Glazer - Stoel Rives LLP		
Address Line 1:	760 SW Ninth Avenue, Suite 3000		
Address Line 4:	Portland, OREGON 97205		
ATTORNEY DOCKET NUMBER:	45318-13		
NAME OF SUBMITTER:	Lisa M. Davis, Paralegal		
SIGNATURE:	/lmdavis/		
DATE SIGNED:	01/13/2023		
Total Attachments: 7			
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**CERTIFICATE OF MERGER
OF
VIDCODE INC.
A NEW YORK CORPORATION
INTO
VIDCODE, INC.
A DELAWARE CORPORATION**

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

Vidcode Inc., incorporated in New York (hereinafter referred to as "**Vidcode NY**"), and Vidcode, Inc., incorporated in Delaware (hereinafter referred to as "**Vidcode, DE**" or the "**Surviving Corporation**"), hereby certify:

1. Vidcode NY is a corporation duly organized and existing under and by virtue of the laws of the State of New York. Vidcode, DE is a corporation duly incorporated and existing under and by virtue of the laws of the State of Delaware. Both entities are collectively referred to hereinafter as the "**Constituents.**"
2. Vidcode NY filed its Certificate of Incorporation with the New York Department of State on August 5, 2014, under the name Vidcode Inc.
3. Vidcode, DE filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on June 3, 2016. Vidcode, DE is not authorized to do business in the State of New York and will not do business in the State of New York until such time as an application for authority shall have been filed.
4. The name of the surviving corporation is Vidcode, Inc.
5. Vidcode, DE, the surviving corporation, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign entity, previously amenable to suit in the State of New York, which is a constituent entity in such merger, and for the enforcement, as provided in the Business Corporation Law of the State of New York (hereinafter the "**BCL**"), of the right of shareholders or members of any constituent entity of the State of New York to receive payment for their shares against the surviving corporation.
6. Vidcode, DE designates the Secretary of State of New York as its agent upon whom process against it may be served in the State of New York in the manner set forth in paragraph (b) of Section 306 of the BCL, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 137 Varide Street, 2nd Floor, New York New York 10013. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.
7. Vidcode, DE agrees that, subject to the provisions of Section 623 of the BCL, it will promptly pay to the owners of any constituent entity of the State of New York the amount, if any, to

which they shall be entitled under the provisions of the BCL and applicable statute, relating to the right of shareholders and owners to receive payment for their interests.

8. The merger is permitted by the jurisdiction of incorporation of Vidcode, DE and is in compliance therewith.

9. Vidcode NY has an authorized capital of 1,000,000 shares of capital stock consisting of 1,000,000 shares of Common Stock (the "**New York Common Stock**") having \$.01 par value. As of immediately prior to the Effective Date, 10,638 shares of the New York Common Stock were issued and outstanding. Each holder of New York Common Stock was entitled to one vote per share.

10. Vidcode, DE has an authorized capital of 1,000,000 authorized shares of capital stock consisting of 1,000,000 shares of Common Stock (the "**Delaware Common Stock**") having a par value of \$.01 each. As of immediately prior to the Effective Date, 100 shares of Delaware Common Stock were issued and outstanding, all of which are held by Vidcode Inc. Each holder of Delaware Common Stock is entitled to one vote per share. Vidcode, DE, the Surviving Corporation, does not own any of the issued and outstanding stock of Vidcode NY.

11. Upon the Effective Date (as defined in Section 13 below) of the merger, by virtue of the merger and without any action by the constituent corporations, each share of New York Common Stock issued and outstanding immediately prior to the merger shall be converted into and exchanged for one fully paid and nonassessable share of Delaware Common Stock, \$.01 par value, of the Surviving Corporation.

12. Upon the Effective Date of the merger (as defined in Section 13 below), each share of Delaware Common Stock, \$.01 par value, of Vidcode, DE issued and outstanding immediately prior thereto shall, by virtue of the merger and without any action by Vidcode, DE, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

13. The merger shall become effective (the "**Effective Date**") upon the filing of the Certificate of Merger with the Secretary of State of the State of New York.

14. The respective Boards of Directors of Vidcode, DE and Vidcode, NY have approved the merger of Vidcode NY with and into Vidcode, DE.

15. The merger of Vidcode NY with and into Vidcode, DE was approved by the stockholders of Vidcode NY by the written consent of the holders of a majority of the total number of votes represented by the outstanding shares of the New York Common Stock, in accordance with paragraph (a) of section 903 of the Business Corporation Law. The merger of Vidcode NY with and into Vidcode, DE was approved by the sole stockholder of Vidcode, DE by unanimous written consent. The merger of Vidcode NY with and into Vidcode, DE was approved by each of the Constituents.

16. All taxes and fees accrued against the merged constituent corporation have been paid and an estimated cessation franchise tax report through the anticipated date of merger has been filed and the surviving constituent corporation will file a final franchise tax report and any and all taxes and fees due within thirty days of filing this Certificate of Merger.

IN WITNESS WHEREOF, we have signed this certificate on the 3 day of June, 2016, and we affirm the statements contained herein as true under penalties of perjury.

VIDCODE, INC.
a Delaware corporation

By: AD
Name: Alexandra Diracles
Title: Chief Executive Officer & President

VIDCODE INC.
a New York corporation

By: AD
Name: Alexandra Diracles
Title: President

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Pursuant to Section 907 of the Business Corporation Law

Certificate of Merger

Of

Vidcode Inc.
(A New York Corporation)

And

Vidcode, Inc.
(A Delaware Corporation)

Into

Vidcode, Inc.
(A Delaware Corporation)

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Inc

STATE OF NEW YORK
DEPARTMENT OF STATE

Filed by: Best & Flanagan LLP (MKG)
60 South Sixth Street, Suite 2700
Minneapolis, Minnesota 55402

FILED JUN 17 2016

TAX \$ _____

BY: WGC

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CERTIFICATE OF MERGER

MERGING

**VIDCODE INC.
A NEW YORK CORPORATION**

WITH AND INTO

**VIDCODE, INC.
A DELAWARE CORPORATION**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

Vidcode, Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

FIRST. The name and domicile of each of the constituent entities in the merger are:

- a) Vidcode, Inc., a Delaware corporation; and
- b) Vidcode Inc., a New York corporation ("Vidcode NY").

SECOND. An agreement of merger, dated as of June 3, 2016, by and between the Company and Vidcode NY ("Merger Agreement"), setting forth the terms and conditions of the merger of Vidcode NY with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD. The name of the surviving corporation in the Merger (the "Surviving Corporation") is Vidcode, Inc.

FOURTH. The Certificate of Incorporation of the Company, as it exists immediately prior to the time this Certificate of Merger, and as is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

FIFTH. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 137 Varide Street, 2nd Floor, New York, New York 10013.

SIXTH. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Vidcode NY or stockholder of the Company.

SEVENTH The authorized capital stock of Vidcode NY before the Merger was 1,000,000 shares of stock, having \$.01 par value.

(signature page follows)

