

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM787485

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/01/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Finastra Software, Inc.		02/28/2020	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Finastra USA Corporation		
<b>Street Address:</b>	744 Primera Blvd.		
<b>Internal Address:</b>	Suite 2000		
<b>City:</b>	Lake Mary		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32746		
<b>Entity Type:</b>	Corporation: OREGON		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5284045	M MALAUZAI	
<b>Registration Number:</b>	1413094	MIDAS	
<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>	6164859936		
<b>Email:</b>	trademarks@privusip.com		
<b>Correspondent Name:</b>	James L. Scott		
<b>Address Line 1:</b>	7125 Headley Street SE		
<b>Address Line 2:</b>	Unit 1084		
<b>Address Line 4:</b>	Ada, MICHIGAN 49301		
<b>NAME OF SUBMITTER:</b>	James Scott		
<b>SIGNATURE:</b>	/JS/		
<b>DATE SIGNED:</b>	02/16/2023		
<b>Total Attachments: 5</b>			
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**TRADEMARK**

**REEL: 007973 FRAME: 0583**

# 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 OWNERSHIP, WHICH MERGES:

"FINASTRA SOFTWARE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "FINASTRA USA CORPORATION" UNDER THE NAME OF "FINASTRA USA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OREGON, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2020, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MARCH, A.D. 2020 AT 12 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

7875674 8100M  
SR# 20201734611

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202487209  
Date: 02-28-20

**TRADEMARK**  
**REEL: 007973 FRAME: 0584**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
FINASTRA SOFTWARE, INC.  
WITH AND INTO  
FINASTRA USA CORPORATION**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:59 PM 02/28/2020  
FILED 02:59 PM 02/28/2020  
SR 20201734611 - File Number 4775594

**Under Section 253 of the General Corporation Law  
of the State of Delaware**

**February 28, 2020**

The undersigned officer of Finastra USA Corporation (the "Company"), hereby certifies that:

**FIRST:** The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State</u>
Finastra USA Corporation	Oregon
Finastra Software, Inc. ("Finastra Software")	Delaware

**SECOND:** The Company owns 100% of the outstanding shares of the capital stock of Finastra Software.

**THIRD:** The resolutions attached hereto as Exhibit A were duly adopted by unanimous written consent of the Board of Directors of the Company effective as of February 28, 2020, authorizing and approving the merger of Finastra Software with and into the Company (the "Merger"), with the Company surviving the Merger; a copy of the executed Agreement and Plan of Merger referred to in such resolutions is on file at the office of Company, 285 Madison Avenue, New York, NY 10017, and a copy thereof will be furnished by the surviving or resulting corporation, on request and without cost, to any stockholder of any constituent corporation.

**FOURTH:** The laws of the State of Oregon do not prohibit the Merger.

**FIFTH:** The Company agrees that it may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the state of Delaware (the "DGCL"), and the Company irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is 285 Madison Avenue, New York, New York 10017, Attn: General Counsel.

**SIXTH:** In accordance with Section 103(d) of the DGCL, the Merger shall become effective on March 1, 2020 at 12:00 a.m. EST.

*[Remainder of this Page is Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Ownership and Merger as of the date first written above.

**FINASTRA USA CORPORATION**

By: Cynthia M. Anasson  
Name: Cynthia M. Anasson  
Title: Corporate Secretary

## **EXHIBIT A**

**RESOLVED**, that Finastra Software, Inc. ("Finastra Software"), a Delaware corporation and wholly owned subsidiary of the Company, be merged with and into the Company (the "Merger"), with the Company surviving the Merger, on the terms and conditions set forth in an Agreement and Plan of Merger in such form as the Board and the Company's officers with the advice of the Company's counsel and accountants, deem appropriate, together with such amendments, modifications, changes, and supplements thereto (the "Merger Agreement"); and it is further

**RESOLVED**, that the Company assume all liabilities and obligations, including all outstanding fees and franchise taxes of Finastra Software, and that the Company shall pay in such event all fees and franchise taxes that are not timely filed by Finastra Software; and it is further

**RESOLVED**, that by virtue of the Merger, the issued and outstanding shares of capital stock of Finastra Software owned by the Company immediately prior to the Merger shall be cancelled; and it is further

**RESOLVED**, that this written consent and the transactions contemplated herein shall constitute, and shall be adopted as, a "plan of liquidation" with respect to Finastra Software; and it is further

**RESOLVED**, that the transfer of assets of Finastra Software to the Company pursuant to the Merger shall be treated for U.S. federal income tax purposes as received in complete cancellation or redemption of the shares of capital stock of Finastra Software within the meaning of Section 332 of the Internal Revenue Code; and it is further

**RESOLVED**, that the Company, in its capacity as the sole shareholder of Finastra Software, hereby waives the requirement pursuant to Section 60.491 of the Oregon Revised Statutes to mail a copy of the Merger Agreement to each shareholder of record of the subsidiary corporation; and it is further

**RESOLVED**, that a Certificate of Ownership and Merger providing for the Merger (the "DE Certificate of Merger") be filed with the Delaware Secretary of State and Articles of Merger providing for the Merger (the "OR Articles of Merger") be filed with the Oregon Secretary of State; and it is further

**RESOLVED**, that the officers of the Company, or any one or more of them, be and they hereby are, authorized and empowered, for and on behalf of the Company, to (i) execute and deliver any and all applications, agreements, documents, instruments, and certificates with respect to the Merger, including but not limited to, the DE Certificate of Merger, the OR Articles of Merger, and the Merger Agreement; (ii) incur such costs and expenses; and (iii) do any and all acts

and things that any one or more of the officers of the Company deems, in the exercise of his or her sole discretion, necessary, desirable, or appropriate in connection with these resolutions or the Merger, with the execution and delivery of the DE Certificate of Merger, the OR Articles of Merger, and the Merger Agreement and such other applications, agreements, documents, instruments, and certificates to constitute conclusive proof of the appropriateness of the DE Certificate of Merger, the OR Articles of Merger, and the Merger Agreement and such other applications, agreements, documents, instruments, and certificates; and it is further

**RESOLVED**, that the Board hereby ratifies, approves, and confirms in all respects any and all actions taken on behalf of the Company by any officer, director, employee, agent or attorney of, or acting on behalf of, the Company heretofore and in connection with the foregoing resolutions; and it is further

**RESOLVED**, that this Unanimous Written Consent may be executed in two or more counterparts, all of which together shall be deemed to be one and the same instrument.