

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM794737

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Your Man Tours, Inc.		10/01/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	EEFC, Inc.
Street Address:	3830 Monte Villa Parkway
Internal Address:	Suite 210
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98021
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3220020	YMT VACATIONS
Registration Number:	3220019	YOUR MAN TOURS

CORRESPONDENCE DATA**Fax Number:**

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.

Email: kfogle@polsinelli.com
Correspondent Name: Kevin O. Fogle
Address Line 1: 1201 West Peachtree Street NW
Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	Kevin O. Fogle
SIGNATURE:	/Kevin O. Fogle/
DATE SIGNED:	03/15/2023

Total Attachments: 4

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**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
OF YOUR MAN TOURS, INC. WITH AND INTO
EEFC, INC.**

This Agreement of Merger and Plan of Reorganization (the “Plan of Merger”) is made and entered into effective this 1st day of October 2020 by and Your Man Tours, Inc. a Delaware corporation (“YMT”), and EEFC, Inc., a Delaware corporation (“EEFC”) (YMT and EEFC being sometimes collectively referred to in this Plan of Merger as the “Constituent Corporations”).

WITNESSETH:

WHEREAS, YMT is a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, EEFC is a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, Travelopia USA, Inc. is the sole shareholder of both YMT and EEFC (herein referred to individually and with respect to each of YMT and EEFC, the “Sole Shareholder”); and

WHEREAS, the laws of the State of Delaware permit a merger of the Constituent Corporations; and

WHEREAS, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that the merger of YMT with and into EEFC on the terms and conditions hereinafter set forth is advisable (the “Merger”), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the Sole Shareholder of the Constituent Corporations for its approval and have recommended to such shareholder approval of the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that as a result of the Merger, a Certificate of Merger shall be filed with the Delaware Department of State; and

WHEREAS, the Constituent Corporations have resolved that YMT be merged with and into EEFC, creating a single corporation existing under the laws of the State of Delaware, to wit, EEFC, which shall be the surviving corporation; and

WHEREAS, this Plan of Merger shall become effective on October 1, 2020 (the “Effective Date”).

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Delaware (the “Delaware Code”), that YMT shall be and hereby is, at the Effective Date, merged with and into EEFC (EEFC subsequent to such merger being hereinafter sometimes referred to as

the “Surviving Corporation”), and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

SECTION I

MERGER

1.1 YMT and EEFC shall each obtain the approval of their shareholder and Board of Directors to the merger prior to effecting the merger.

1.2 The Certificate of Merger required by the Delaware Code shall be executed and filed with the Department of State of the State of Delaware.

1.3 On the Effective Date, YMT shall be merged with and into EEFC, EEFC shall continue in existence, and the separate existence of YMT shall cease.

1.4 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of YMT, the last acting officers of YMT, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION II

TERMS OF TRANSACTION

2.1 Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, the all of the shares of stock which shall be issued and outstanding immediately before the Effective Date shall be cancelled, YMT shall be liquidated, and the title to all real estate, assets and other property owned by YMT shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of YMT; and any proceeding pending against YMT may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

SECTION III

DIRECTORS AND OFFICERS

3.1 The Board of Directors of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office.

SECTION IV

GOVERNING LAW

The Surviving Corporation shall be governed by the laws of the State of Delaware.

SECTION V

ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS

5.1 From and after the Effective Date, the Certificate of Incorporation of the Surviving Corporation, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

5.2 From and after the Effective Date, the Bylaws of the Surviving Corporation, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION VI

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Plan of Merger shall be submitted for approval to the Sole Shareholder of YMT and the Sole Shareholder of EEFC, in accordance with the Delaware Code. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholder and is not terminated and abandoned pursuant to Section VII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Certificate of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of Delaware as soon as practicable after the last approval by such shareholder. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SECTION VII

TERMINATION

At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Delaware, the Board of Directors, as applicable, of YMT and EEFC may terminate and abandon this Plan or Merger, notwithstanding favorable action on the merger by the shareholder of such corporations or earlier approval by the Board of Directors, as applicable, of such Constituent Corporations.

SECTION VIII

MISCELLANEOUS

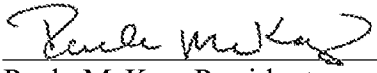
8.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

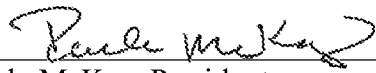
8.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, all by their respective duly authorized officers, as of the date first written above.

YOUR MAN TOURS, INC.
a Delaware corporation

EEFC, INC.
a Delaware corporation

By: 
Paula McKay, President

By: 
Paula McKay, President