

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM818914

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/22/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ABACAST, INC		12/22/2014	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	WIDEORBIT INC.		
Street Address:	2400 MARKET ST., 4TH FLOOR		
City:	PHILADELPHIA		
State/Country:	PENNSYLVANIA		
Postal Code:	19103		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2644104	ABACAST	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2675232125		
Email:	TRADEMARKSLEGAL@AUDACY.COM		
Correspondent Name:	RACHEL BROWN		
Address Line 1:	2400 MARKET ST., 4TH FLOOR		
Address Line 4:	PHILADELPHIA, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	ANDREW P. SUTOR, IV		
SIGNATURE:	/ANDREW P. SUTOR, IV/		
DATE SIGNED:	06/21/2023		
Total Attachments: 8			
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FILED
SECRETARY OF STATE
DECEMBER 23, 2014
STATE OF WASHINGTON

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tid: 2899598

ARTICLES OF MERGER

of

ABACAST, INC.,
a Washington corporation

and

WIDEORBIT INC.,
a Delaware corporation

December 23, 2014

Pursuant to the provisions of RCW 23B.11.050, these Articles of Merger are executed for the purpose of merging Abacast, Inc., a Washington corporation (the "**Disappearing Corporation**"), with and into WideOrbit Inc., a Delaware corporation (the "**Surviving Corporation**").

1. The Agreement and Plan of Merger (the "**Plan of Merger**") providing for the merger of the Disappearing Corporation with and into the Surviving Corporation, duly approved by the board of directors of the Disappearing Corporation and by the board of directors of the Surviving Corporation, is attached hereto as **Exhibit A** and is incorporated by reference herein.
2. Shareholder approval of the merger is not required by the shareholders of either the Disappearing Corporation or the Surviving Corporation.
3. The merger shall become effective at the time these Articles of Merger are filed with the Secretary of State of the State of Washington.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer as of the date first written above.

WIDEORBIT INC.



Eric Mathewson
Founder and CEO

EXHIBIT A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

of

WIDEORBIT INC.
a Delaware corporation

and

ABACAST, INC.
a Washington corporation

THIS AGREEMENT AND PLAN OF MERGER (this "*Agreement*") is entered into as of December 2, 2014, by and among WideOrbit Inc., a Delaware corporation (the "*Company*" or the "*Surviving Corporation*"), and Abacast, Inc., a Washington corporation (the "*Disappearing Corporation*"), and together with the Company, the "*Constituent Entities*").

RECITALS

A. The Company is a corporation duly organized and existing under the laws of the State of Delaware, and the Disappearing Corporation is a corporation duly formed and existing under the laws of the State of Washington.

B. The Company owns all of the issued and outstanding shares of the Disappearing Corporation as of the date of this Agreement, and is the sole stockholder of the Disappearing Corporation.

C. Each of the boards of directors of the Company and of the Disappearing Corporation has approved this Agreement and the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Company and the Disappearing Corporation agree, subject to the terms and conditions set forth below, as follows:

I

MERGER

1.1 *Merger.* In accordance with the provisions of this Agreement, the Delaware General Corporation Law (the "*DGCL*") and the Washington Business Corporations Act (the "*WBCA*"), the Disappearing Corporation shall be merged with and into the Company (the "*Merger*"), the separate existence of the Disappearing Corporation shall cease, and the Company shall survive the Merger and continue to be governed by the laws of the State of Delaware.

1.2 *Filing and Effectiveness.* The Merger shall become effective when the following actions shall have been completed:

(a) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

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(b) Articles of Merger shall have been filed with the Secretary of State of the State of Washington;

(c) A Certificate of Ownership and Merger shall have been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date of the Merger.*"

1.3 *Effect of the Merger.* Upon the Effective Date of the Merger, the separate existence of the Disappearing Corporation shall cease and the Company (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by it and the Disappearing Corporation, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of the Disappearing Corporation, including, without limitation, all of the intellectual property of the Disappearing Corporation, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Disappearing Corporation in the same manner as if the Company had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the WBCA.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 *Certificate of Incorporation; Bylaws.* The Certificate of Incorporation and Bylaws of the Company as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect following the Effective Date of the Merger until duly amended in accordance with the provisions thereof and applicable law.

2.2 *Directors and Officers.* The directors and officers of the Company immediately prior to the Effective Date of the Merger shall remain the directors and officers of the Company until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation or the Bylaws of the Company.

III

TREATMENT OF DISAPPEARING CORPORATION SHARES

3.1 *Cancellation.* Upon the Effective Date of the Merger, all shares of stock in the Disappearing Corporation shall, by virtue of the Merger and without any action by the Constituent Entities or any other person, be cancelled and shall cease to be issued or outstanding.

IV

GENERAL

4.1 *Further Assurances.* From time to time, as and when required by the Company or by its successors or assigns, there shall be executed and delivered on behalf of the Disappearing Corporation such deeds and other instruments, and there shall be taken or caused to be taken by the Company and the Disappearing Corporation such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Company the title to and possession

of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Disappearing Corporation and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Company are fully authorized in the name and on behalf of the Disappearing Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 *Abandonment.* At any time before the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Washington, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of the Company or the board of directors of the Disappearing Corporation, notwithstanding any prior approval of this Agreement.

4.3 *Amendment.* The Constituent Entities may amend this Agreement at any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Washington. Any such amendment shall be in the form of a writing duly executed by both Constituent Entities.


4.4 *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

4.5 *Counterparts.* In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Signature page follows.]

The undersigned authorized representatives of the Constituent Entity have executed and acknowledged this Agreement as of the date first set forth above.

ABACAST, INC.,
a Washington corporation

By: 

Name: Margaret McCarthy
Title: Chief Executive Officer

WIDEORBIT INC.,
a Delaware corporation

By: 

Name: Eric Mathewson
Title: Chief Executive Officer

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STATE OF WASHINGTON
SECRETARY OF STATE

AM10:17 DEC 23 2014 RCVD OSOS

This Box For Office Use Only

Transaction Request Form

CHECK ONE: EXPEDITE (\$50) ROUTINE (NO EXTRA \$) COUNTER WAIT (\$50)

<i>Name of Entity/UBI#</i> <small>Daily limit of Three (3) Requests - Please Print</small>	<i>Transaction</i> <small>Use Codes Listed Below</small>
1. ABACAST, INC. 602 064 587	F
2. _____	_____
3. _____	_____

Transaction Request Codes

<p><u>File Documents</u></p> <p>A. Articles B. Reinstatement C. Summons D. Trademark E. Apostilles: Country _____ F. Other <u>MERGER</u> _____</p>	<p><u>View/Obtain Documents</u></p> <p>G. Long Form Certificate of Existences H. Short Form Certificate of Existence I. Photocopies of _____ J. Certified Copies of: _____ K. Other _____ Additional Information _____</p>
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Transaction Requested By:

Name: Melissa Craig
Address: 1780 Barnes Blvd
Turnwater, WA 98512
Phone Number: 360-956-9500 Ext 107
Email Address: Melissa.Craig@Unisearch.com

unisearch

Office Use Only

COS _____	INC./QUAL./REINST. _____
COP _____	AMD./MER./DISS. _____
PHO _____	ANN.RPT./AGENT _____
APO _____	RES./REG. _____
OTHER _____	TRADEMARK _____
EXP FEE _____	OTHER _____
TOTAL _____	TOTAL _____