

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM826175

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Act Global USA Inc.		06/22/2023	Corporation:
RECEIVING PARTY DATA			
Name:	Act Global Americas Inc.		
Street Address:	4201 W. PARMER LANE		
Internal Address:	SUITE B 175		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78727		
Entity Type:	Corporation: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2676295	AVTURF	
CORRESPONDENCE DATA			
Fax Number:	8669133501		
<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:	8669133499		
Email:	cliff@freship.com		
Correspondent Name:	Clifford D. Hyra		
Address Line 1:	11710 Plaza America Drive		
Address Line 2:	Suite 2000		
Address Line 4:	Reston, VIRGINIA 20190		
NAME OF SUBMITTER:	Micah Gunn		
SIGNATURE:	/Micah Gunn/		
DATE SIGNED:	07/21/2023		
Total Attachments: 9			
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AGREEMENT AND PLAN OF MERGER

OF

ACT GLOBAL USA INC.,

a Texas corporation,

INTO

ACT GLOBAL AMERICAS INC.,

a Delaware corporation

This Agreement and Plan of Merger (this "Agreement") is entered into effective as of July 1, 2023 (the "Effective Date"), by and between Act Global Americas Inc., a Delaware corporation (the "Surviving Corporation"), and Act Global USA Inc., a Texas corporation (the "Merging Corporation").

WHEREAS, the Merging Corporation is the sole member of the Surviving Corporation;

WHEREAS, the parties to this Agreement desire to have the Merging Corporation merge with and into the Surviving Corporation on the terms and conditions set forth herein;

WHEREAS, the board of directors of the Surviving Corporation has (i) determined that it is advisable and in the best interests of the Surviving Corporation and its sole stockholder to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL") and Chapter 10 of the Texas Business Organizations Code (the "TBOC"), with the Surviving Corporation as the surviving corporation in such merger (the "Merger"); and (ii) authorized and approved the Merger and this Agreement, in each case upon the terms and conditions set forth herein;

WHEREAS, the board of directors of the Merging Corporation has (i) determined that it is advisable and in the best interests of the Merging Corporation and its sole shareholder to consummate the Merger; and (ii) authorized and approved the Merger and this Agreement, in each case upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

1. **The Merger**. In accordance with Section 253 of the DGCL and Section 10.006 of the TBOC, and upon the terms and conditions of this Agreement, at the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation in the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the DGCL, and the TBOC.


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2. **Effective Time.** The Merger shall become effective as of 12:01 a.m., Eastern Time, on July 1, 2023 (the “Effective Time”), upon the filing and effectiveness of the Certificate of Merger (as defined below) with the Secretary of State of the State of Delaware and the Secretary of State of the State of Texas.
3. **Certificate of Merger.** The parties agree that the Surviving Corporation will cause to be executed, acknowledged, delivered, and filed a certificate of merger meeting the requirements of the DGCL and the TBOC (the “Certificate of Merger”), with the Secretary of State of the State of Delaware and the Secretary of State of the State of Texas, and cause to be performed all necessary acts within the State of Delaware, the State of Texas, and elsewhere to effect the Merger.
4. **Terms and Conditions of the Merger.** Effective as of the Effective Time, and without the necessity of any further action:
 - (a) **Assets.** All rights, title, and interest to all of the assets owned by the Merging Corporation shall be vested in the Surviving Corporation without (1) reversion or impairment; (2) any further act or deed; or (3) any transfer or assignment having occurred, but subject to any and all existing liens or other encumbrances thereon.
 - (b) **Liabilities and Obligations.** All liabilities and obligations of the Merging Corporation shall be allocated to the Surviving Corporation without impairment or diminution thereon.
 - (c) **Claims, Actions and Proceedings.** Any claim, action, or proceeding pending by or against the Merging Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding.
 - (d) **Creditors and Liens.** Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the transactions contemplated by this Agreement.
 - (e) **Franchise Taxes.** The Surviving Corporation will be responsible for the Merging Corporation’s franchise tax obligations in the State of Texas.
5. **Manner and Basis of Converting Equity Interests.**
 - (a) Immediately prior to the Effective Time, all of the issued and outstanding equity interests of the Surviving Corporation were owned by the Merging Corporation, and all of the issued and outstanding equity interests of the Merging Corporation (the “Merging Interests”) were held by B.I.G. Act Global LLC, a Georgia limited liability company (“Parent”).
 - (b) At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any of the Merging Interests, all of the Merging Interests shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor. From and after the Effective Time, none of the Merging Interests outstanding prior to the Effective Time shall be deemed to be

outstanding, and holders of certificates, if any, formerly representing any of the Merging Interests shall cease to have any rights with respect thereto, except as provided herein or by applicable law.

(c) Parent, as the sole shareholder of the Merging Corporation immediately prior to the Effective Time, shall be the sole stockholder of the Surviving Corporation after the consummation of the Merger.

6. **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation and Bylaws of the Surviving Corporation, each in effect as of the Effective Time, shall not be changed, altered or amended in any manner by this Agreement, and shall remain the Certificate of Incorporation and Bylaws, respectively, of the Surviving Corporation until changed, altered or amended as provided in accordance with the terms and provisions set forth therein or in the DGCL.
7. **Directors and Officers.** The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation and will hold such positions from the Effective Time until their successors are duly elected or appointed and qualified in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws and applicable law.
8. **Directors and Officers Not Personally Liable.** Notwithstanding any provision to the contrary in this Agreement, none of the directors or officers of the Surviving Corporation shall individually or collectively become liable for the liabilities or obligations of any other person or entity as a result of the transactions contemplated hereby.
9. **Governing Law.** This Agreement shall be governed by and construed and interpreted in accordance with the substantive laws of the State of Delaware, without giving effect to any conflicts of law rule or principle that might result in the application of the laws of another jurisdiction.
10. **Successors and Assigns.** This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.
11. **No Third Party Beneficiaries.** This Agreement shall not confer any rights or remedies upon any person other than the parties hereto and their respective successors and permitted assigns.
12. **Severability.** Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction. If the final judgment of a court of competent jurisdiction declares that any term or provision hereof is invalid or unenforceable, the parties hereto agree that the court making the determination of invalidity or unenforceability shall have the power to reduce the scope, duration, or area of the term or provision, to delete specific words or phrases, or to replace any invalid or unenforceable term or provision with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or



provision, and this Agreement shall be enforceable as so modified after the expiration of the time within which the judgment may be appealed.

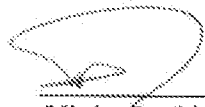
13. Entire Agreement. This Agreement constitutes the entire understanding of the parties hereto pertaining to the subject matter hereof, and supersedes all prior written or oral and all contemporaneous oral agreements, understandings, negotiations and discussions of the parties pertaining to the subject matter hereof.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned duly authorized officers have executed this Agreement to be effective as of July 1, 2023.

SURVIVING CORPORATION:

ACT GLOBAL AMERICAS INC.,
a Delaware corporation

By: 
Name: Olivier De Biolley
Title: President

MERGING CORPORATION:

ACT GLOBAL USA INC.,
a Texas corporation

By: 
Name: Olivier De Biolley
Title: President

[Agreement and Plan of Merger – Signature Page]

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STATE OF DELAWARE

CERTIFICATE OF MERGER

OF

ACT GLOBAL USA INC.,
a Texas corporation,

INTO

ACT GLOBAL AMERICAS INC.,
a Delaware corporation

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the “DGCL”), the undersigned corporation has executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Act Global Americas Inc., a Delaware corporation (the “Surviving Corporation”); and the name of the corporation being merged into the Surviving Corporation is Act Global USA Inc., a Texas corporation (the “Merging Corporation”).

SECOND: The Merging Corporation owns 100% of the issued and outstanding shares of stock of the Surviving Corporation.

THIRD: On June __, 2023, the board of directors of the Surviving Corporation adopted the following resolution approving the merger:

“NOW, THEREFORE, BE IT RESOLVED, that (a) the merger of Act Global USA Inc., a Texas corporation and the sole stockholder of the Company (“Parent”), with and into the Company, with the Company as the surviving corporation in such merger; and (b) the issuance of stock of the Company on a pro rata basis to the holders of the stock of Parent on surrender of any certificates therefor, are hereby approved.”

FOURTH: The merger has also been adopted, approved, certified, executed and acknowledged by the Merging Corporation in accordance with the laws of the State of Texas, the state under which the Merging Corporation is organized.

FIFTH: The merger is to become effective as of 12:01 a.m., Eastern Time, on July 1, 2023.

SIXTH: The name of the Surviving Corporation immediately after the merger takes effect will be “Act Global Americas Inc.”

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation after the merger takes effect, with no changes thereto.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by an authorized officer, this ____ day of June, 2023.

ACT GLOBAL AMERICAS INC.

By: 

Name: Olivier De Biolley

Title: President

STATE OF TEXAS

CERTIFICATE OF MERGER

OF

ACT GLOBAL USA INC.,
a Texas corporation,

INTO

ACT GLOBAL AMERICAS INC.,
a Delaware corporation

Pursuant to Section 10.152 of the Texas Business Organizations Code (the "Code"), the undersigned corporation has executed the following Certificate of Merger:

FIRST: The parties to the merger are Act Global USA Inc., a Texas corporation (the "Parent Corporation"), and Act Global Americas Inc., a Delaware corporation (the "Surviving Corporation"). No amendments or changes are being made to the certificate of formation of the Parent Corporation.

SECOND: The Parent Corporation owns 300,000 shares of the Surviving Corporation's common stock, par value \$0.01 per share, representing 100% of the issued and outstanding capital stock of the Surviving Corporation.

THIRD: On June 22, 2023, the board of directors of the Parent Corporation adopted the following resolution approving the merger:

"**NOW, THEREFORE, BE IT RESOLVED**, that (a) the merger of the Company with and into Act Global Americas Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (the "Surviving Corporation"), with the Surviving Corporation as the surviving corporation in such merger, on the terms and subject to the conditions set forth in that certain Agreement and Plan of Merger dated as of June 30, 2016 (the "Merger Agreement"), by and among the Company and the Surviving Corporation; and (b) the form, terms, and provisions of the Merger Agreement, are hereby approved."

FOURTH: The foregoing resolution has been approved as required by the Code and by the governing documents of the Parent Corporation.

FIFTH: The Surviving Corporation will be responsible for the Parent Corporation's franchise tax obligations in the State of Texas.

SIXTH: The address of the Surviving Corporation's registered office in the State of Delaware is 16192 Coastal Highway, Lewes, DE 19958, and the name of the Surviving Corporation's registered agent at such address is Harvard Business Services.

SEVENTH: A plan of merger is on file at the principal place of business of the Surviving Corporation, located at 4201 W. Parmer Lane, Suite B175, Austin, TX 78727.

EIGHTH: A copy of the plan of merger will be on written request furnished without cost by the Surviving Corporation to any owner of the Parent Corporation.

NINTH: Approval of the owners of the Parent Corporation is not required by the Code.

TENTH: The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

ELEVENTH: The merger is to become effective as of 12:01 a.m., Eastern Time, on July 1, 2023.

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Merger to be executed by an authorized officer, this 22 day of June, 2023.

ACT GLOBAL USA INC.

By: 

Name: Olivier De Biolley

Title: President