

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM843331

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|-----------------------------------|------------------------------------|--|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BDO USA, LLP | | 07/01/2023 | Limited Liability Partnership: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BDO USA, P.A. | | |
| Street Address: | 330 N. Wabash | | |
| Internal Address: | Suite 3200 | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60611 | | |
| Entity Type: | Professional Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 18 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4389493 | ABDCA | |
| Registration Number: | 2947440 | BIOPROCESS TECHNOLOGY CONSULTANTS | |
| Registration Number: | 4677479 | BIOTRAK | |
| Registration Number: | 2140988 | BRINGING MORE TO CLIENTS | |
| Registration Number: | 4029902 | BUILDING RELATIONSHIPS DELIVERING SUCCES | |
| Registration Number: | 4141572 | CFO RAPID FIRE | |
| Registration Number: | 4549569 | CRISIS CARDS | |
| Registration Number: | 3987715 | DEMANDGEN | |
| Registration Number: | 1919716 | DRIVING PROFITS | |
| Registration Number: | 2984615 | FROM CLONE TO CLINIC | |
| Registration Number: | 3384868 | FROM CLONE TO COMMERCIAL | |
| Registration Number: | 4371047 | H HERTZBACH & COMPANY , P.A. CERTIFIED P | |
| Registration Number: | 5792081 | H HERTZBACH CERTIFIED PUBLIC ACCOUNTANTS | |
| Registration Number: | 4666695 | MASTERS OF DISASTER | |
| Registration Number: | 6249408 | MBAF CERTIFIED PUBLIC ACCOUNTANTS AND AD | |
| Registration Number: | 6250887 | MBAF MORRISON BROWN ARGIZ & FARRA, LLC C | |
| Registration Number: | 3816797 | MOD MASTERS OF DISASTER | |
| Registration Number: | 2617893 | RESTAURANT CFO BOOTCAMP | |

CH \$465.00 4389493

CORRESPONDENCE DATA**Fax Number:** 9498519348

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.

Phone: 9497576001**Email:** sbro@mwe.com**Correspondent Name:** Sarah E. Bro**Address Line 1:** 18565 Jamboree Rd., Suite 250**Address Line 2:** McDermott Will & Emery LLP**Address Line 4:** Irvine, CALIFORNIA 92612

| | |
|--------------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 093939-0675 |
| NAME OF SUBMITTER: | Sarah E. Bro |
| SIGNATURE: | /sarah e. bro/ |
| DATE SIGNED: | 10/02/2023 |

Total Attachments: 8

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE GENERAL PARTNERSHIP UNDER THE NAME OF "BDO USA, LLP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BDO USA, LLP" TO "BDO USA, P.A.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2023, AT 1:38 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JULY, A.D. 2023 AT 12:01 O'CLOCK A.M.



4899191 8100V
SR# 20232890583

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 203656055
Date: 06-29-23

TRADEMARK
REEL: 008215 FRAME: 0443

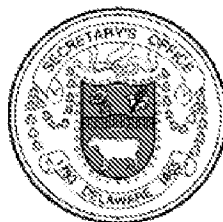
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BDO USA,
P.A." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE,
A.D. 2023, AT 1:38 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE
OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY
OF JULY, A.D. 2023 AT 12:01 O'CLOCK A.M.



4899191 8100V
SR# 20232890583

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Authentication: 203656055
Date: 06-29-23

TRADEMARK
REEL: 008215 FRAME: 0444

**CERTIFICATE OF CONVERSION
CONVERTING
A DELAWARE LIMITED LIABILITY
PARTNERSHIP
TO
A DELAWARE PROFESSIONAL CORPORATION**

Pursuant to Section 265 of the Delaware General Corporation Law, the undersigned Delaware limited liability partnership (the "Limited Liability Partnership") has executed the following certificate of conversion from a Delaware limited liability partnership to a Delaware professional corporation (the "Professional Association"):

1. The date on which and jurisdiction where the Limited Liability Partnership was first formed are June 27, 1995 in the State of New York.
2. The jurisdiction of formation of the Limited Liability Partnership immediately prior to the effective time of its conversion to the Professional Association is the State of Delaware.
3. The name and type of entity of the Limited Liability Partnership immediately prior to filing this Certificate is BDO USA, LLP, a Delaware limited liability partnership.
4. The name of the Professional Association as set forth in its Certificate of Incorporation is BDO USA, P.A.
5. This Certificate of Conversion shall be effective at 12:01 a.m. (Eastern Standard Time) on July 1, 2023.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Partnership has executed this certificate.

BDO USA, LLP
a Delaware limited liability partnership

By: 

Name: Stephen R. Ferrara

Title: Chief Operating Officer

**CERTIFICATE OF INCORPORATION
OF
BDO USA, P.A.**

ARTICLE I

The name of the Corporation is BDO USA, P.A. (the “Corporation”).

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, 19808. The name of its registered agent is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in accounting, tax and advisory services and any lawful act or activity for which a professional corporation may be organized under The Professional Service Corporation Act of the State of Delaware, as amended and the General Corporation Law of the State of Delaware, as amended (the “DGCL”).

ARTICLE IV

The Corporation is authorized to issue two classes of capital stock to be designated, respectively, “Common Stock” and “Preferred Stock”. The total number of shares of Common Stock authorized to be issued is 25,000,000 shares, par value \$1.00 per share. The total number of shares of Preferred Stock authorized to be issued is 2,500,000 shares, par value \$1.00 per share.

ARTICLE V

Section 1. Identical Rights. Except as otherwise provided in this Certificate of Incorporation or as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

Section 2. Voting.

2.1 General. Each holder of shares of Common Stock will be entitled to one vote for each share thereof held at the record date for the determination of the stockholders entitled to vote on such matters.

2.2 Election of Directors. Subject to any rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the holders of Common Stock shall be entitled to elect and remove all directors of the Corporation.

2.3 No Cumulative Voting. The holders of shares of Common Stock shall not have cumulative voting rights.

Section 3. Dividends.

3.1 General. Subject to the rights of any Preferred Stock that may then be outstanding, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock, or property of the Corporation as may be declared thereon by the Board of Directors of the Corporation (the “Board”) from time to time out of assets of the Corporation legally available therefor. Any dividends paid

to the holders of shares of Common Stock shall be paid pro rata, on an equal priority, pari passu basis, unless different treatment of the shares of any such class or series is approved by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of such applicable class of Common Stock treated adversely, voting separately as a class.

3.2 Dividends or Distributions of Stock. If at any time a dividend or distribution of shares of Common Stock, or any other securities of the Corporation, is to be made to holders of shares of Common Stock (hereinafter referred to as a “**share distribution**”), such share distribution may be declared and paid only as follows:

(a) a share distribution consisting of shares of Common Stock to holders of shares of Common Stock; or

(b) a share distribution consisting of any other class of securities of the Corporation to holders of shares of Common Stock;

provided, that nothing in the foregoing shall prevent the Corporation from declaring and paying dividends or other distributions payable in shares of one class of Common Stock or rights to acquire one class of Common Stock to holders of all classes of Common Stock.

ARTICLE VI

The Board is authorized, subject to any limitations prescribed by law and receiving the affirmative vote of at least a majority of the votes cast on such matter at a meeting of the holders of capital stock of the Corporation entitled to vote thereon as set forth in the bylaws of the Corporation, to provide for the issuance of shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a “**Preferred Stock Designation**”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of stock of the Corporation entitled to vote thereon, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation, irrespective of the provisions of Section 242(b)(2) of the DGCL.

ARTICLE VII

Each director shall be entitled to one (1) vote on each matter presented to the Board; provided, however, that the affirmative vote of seventy-five percent (75%) or two-thirds (2/3), as applicable, of the total directors then in office shall be required for the authorization by the Board of certain matters requiring such vote as set forth in the Stockholders’ Agreement, dated as of July 1, 2023, by and among the Corporation and the other parties thereto, as such agreement may be amended from time to time.

ARTICLE VIII

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by applicable law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) or advance expenses in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was

authorized or consented to by the Board. The right to indemnification conferred by this Article VIII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon receipt by the Corporation of an undertaking by or on behalf of the director or officer receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this Article VIII.

The Corporation may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VIII to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article VIII by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

In furtherance and not in limitation of the powers conferred upon it by the laws of the State of Delaware, the Board shall have the power to adopt, amend, alter or repeal the bylaws of the Corporation as set forth in the bylaws. The bylaws of the Corporation also may be adopted, amended, altered or repealed by the holders of capital stock of the Corporation entitled to vote thereon as set forth in the bylaws.

ARTICLE X

The Corporation reserves the right to amend, alter, change, repeal or waive any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that notwithstanding anything contained in this Certificate of Incorporation to the contrary, any amendment to this Certificate of Incorporation shall require the affirmative vote of both (i) at least two-thirds (2/3) of the total number of directors then in office and (ii) the holders of at least two-thirds (2/3) of the votes cast on such matter.

ARTICLE XI

This Certificate of Incorporation shall be effective at 12:01 a.m. (Eastern Standard Time) on July 1, 2023.

ARTICLE XII

The name and mailing address of the incorporator are: Stephen R. Ferrara, 330 North Wabash, Suite 3200, Chicago, IL 60611.

* * *

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation.

By: /s/ Stephen R. Ferrara
Sole Incorporator

Certificate of Incorporation
of
BDO USA, P.A.

TRADEMARK
REEL: 008215 FRAME: 0449

BDO USA, LLC
330 NORTH WABASH, SUITE 3200
CHICAGO, IL 60611

The undersigned, being a duly authorized person of BDO USA, LLC, a Delaware limited liability company, does hereby consent to the use of the name "BDO USA, P.A." on the records of the Delaware Secretary of State.

By: /s/Stephen Ferrara
Name: Stephen Ferrara
Authorized Person

Dated: June 29, 2023