

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM854451

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	06/01/2021

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
DivvyPay, Inc.		06/01/2022	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Delano Merger Sub II, LLC	06/01/2022	Limited Liability Company: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	DivvyPay, LLC
<b>Street Address:</b>	6220 America Center Drive, Suite 100
<b>City:</b>	San Jose
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95002
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
<b>Registration Number:</b>	5885957	SPEND SMARTER
<b>Registration Number:</b>	6329419	V DIVVY
<b>Registration Number:</b>	5443992	DIVVY PAY
<b>Registration Number:</b>	6784829	V
<b>Registration Number:</b>	4959683	ZIPBOOKS
<b>Registration Number:</b>	5877175	DIVVY

**CORRESPONDENCE DATA**

Fax Number: 6509385200

*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: (650) 988-8500

Email: trademarks@fenwick.com

Correspondent Name: Connie L. Ellerbach

Address Line 1: 801 California Street

Address Line 2: Silicon Valley Center

TRADEMARK

REEL: 008264 FRAME: 0773

<b>Address Line 4:</b>	Mountain View, CALIFORNIA 94041
<b>ATTORNEY DOCKET NUMBER:</b>	25328-00200 05751
<b>NAME OF SUBMITTER:</b>	Jason Malashevich
<b>SIGNATURE:</b>	/Jason Malashevich/
<b>DATE SIGNED:</b>	11/17/2023
<b>Total Attachments: 4</b> source=60. DE 2nd Certificate of Merger (Filed 06-01-2021)#page1.tif source=60. DE 2nd Certificate of Merger (Filed 06-01-2021)#page2.tif source=60. DE 2nd Certificate of Merger (Filed 06-01-2021)#page3.tif source=60. DE 2nd Certificate of Merger (Filed 06-01-2021)#page4.tif	

# Delaware

The First State

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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 MERGER, WHICH MERGES:

"DIVVYPAY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DELANO MERGER SUB II, LLC" UNDER THE NAME OF "DIVVYPAY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2021, AT 9:06 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

5774792 8100M  
SR# 20212276457

Authentication: 203329813  
Date: 06-01-21

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

**TRADEMARK**  
**REEL: 008264 FRAME: 0775**

**CERTIFICATE OF MERGER  
FOR THE MERGER OF  
DIVVYPAY, INC.  
WITH AND INTO  
DELANO MERGER SUB II, LLC**

June 1, 2021

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Pursuant to Section 264(c) of the  
General Corporation Law of the State of Delaware  
and Section 18-209 of the State of Delaware Limited Liability Company Act

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Delano Merger Sub II, LLC, a Delaware limited liability company ("**Merger Sub II**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of DivvyPay, Inc., a Delaware corporation (the "**Company**"), with and into Merger Sub II, with Merger Sub II continuing as the surviving entity of the Merger (the "**Surviving Entity**");

- FIRST:** The constituent business entities participating in the Merger herein certified are (i) the Company, a corporation, which is incorporated under the laws of the State of Delaware and (ii) Merger Sub II, a limited liability company, which is organized under the laws of the State of Delaware.
- SECOND:** An Agreement and Plan of Merger, dated as of May 6, 2021 (the "**Merger Agreement**"), by and among Bill.com Holdings, Inc., a Delaware corporation, Delano Merger Sub I, Inc., a Delaware corporation, Merger Sub II, the Company and Shareholder Representative Services LLC, as the stockholders' agent, has been approved, adopted, certified, executed and acknowledged in accordance with the provisions of Section 18-209(b) of Delaware Limited Liability Company Act (the "**DLLCA**") in the case of Merger Sub II, and Section 264 of the General Corporation Law of the State of Delaware (the "**DGCL**") in the case of the Company.
- THIRD:** Pursuant to Section 18-209(c)(4) of the DLLCA, the first paragraph of the Certificate of Formation, relating to the name of Merger Sub II, is hereby amended to read in its entirety as follows: "The name of the limited liability company is DivvyPay, LLC." The Certificate of Formation of Merger Sub II, as amended by the immediately preceding sentence, shall continue to be the Certificate of Formation of the Surviving Entity until amended or changed pursuant to the provisions of the DLLCA.
- FOURTH:** Pursuant to Section 18-209(f)(1) of the DLLCA, Section 1 of the limited liability company agreement of Merger Sub II, relating to the name of Merger Sub II, is hereby amended to read in its entirety as follows: "The name of the limited liability company is DivvyPay, LLC." The limited liability company agreement of Merger Sub II, as amended by the immediately preceding sentence, shall continue to be the limited liability company agreement of the Surviving Entity until amended or changed pursuant to the provisions of the DLLCA.
- FIFTH:** The name of the Surviving Entity in the Merger herein certified is Delano Merger Sub II, LLC, which shall continue its existence as said surviving limited liability company under

the name "DivvyPay, LLC" upon the effective date of the Merger, pursuant to the provisions of the DLLCA.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Entity at 13707 S 200 W Ste 100, Draper, UT 84020.

SEVENTH: A copy of the executed Merger Agreement will be furnished by the Surviving Entity on request and without cost, to any member of Merger Sub II or any person holding an interest in any constituent entity of the Merger.

EIGHTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 264(c) of the DGCL.

IN WITNESS WHEREOF, Merger Sub II has caused this Certificate of Merger to be executed by its duly authorized person as of the date first above written.

DELANO MERGER SUB II, LLC

By: /s/ René Lacerte  
Name: René Lacerte  
Title: Manager

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]