

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM855259

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2023

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
North Plains, LLC		03/31/2023	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Aclate, Inc.
Street Address:	911
Internal Address:	Suite 206
City:	Lakeway
State/Country:	TEXAS
Postal Code:	78734
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4509228	
Registration Number:	4509244	CONNECTING YOUR WORLD. VISUALLY.
Registration Number:	4509245	NORTHPLAINS
Registration Number:	5291664	T TELESCOPE
Registration Number:	4509243	TELESCOPE
Registration Number:	6338897	ON BRAND

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.

Phone: 6125526094
Email: Leigh.Rand@jonesspross.com
Correspondent Name: Leigh A Rand
Address Line 1: 1605 Lakecliff Hills Lane
Address Line 4: Austin, TEXAS 78732

NAME OF SUBMITTER:	Leigh Rand
SIGNATURE:	/Leigh Rand/

OP \$165.00 4509228

DATE SIGNED:	11/21/2023
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Total Attachments: 4

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NORTH PLAINS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ACLATE, INC." UNDER THE NAME OF "ACLATE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2023, AT 10:34 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7026475 8100M
SR# 20231238491

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

Authentication: 203052618
Date: 03-31-23

TRADEMARK
REEL: 008266 FRAME: 0405

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NORTH PLAINS, LLC

WITH AND INTO

ACLATE, INC.

March 31, 2023

Pursuant to Section 253 of the Delaware General Corporation Law (the “*DGCL*”), Aclate, Inc. (the “*Company*”), a corporation incorporated on August 22, 2018, pursuant to the provisions of the DGCL, hereby certifies as follows:

FIRST: That the Company owns 100% of the issued and outstanding membership interest of North Plains, LLC (“*North Plains*”), a Delaware limited liability company formed on February 18, 2011, pursuant to the provisions of the Delaware Limited Liability Company Act.

SECOND: That the Company, by resolutions of its board of directors, duly adopted by unanimous written consent on March 31, 2023, determined to merge North Plains with and into the Company (the “*Merger*”), which resolutions are set forth below:

WHEREAS, the Company owns 100% of the issued and outstanding membership interest of North Plains, LLC, a Delaware limited liability company (“*North Plains*”), and the Board deems it fair to, advisable and in the best interests of the Company and its stockholders to merge North Plains with and into the Company (the “*Merger*”) in a statutory short-form merger pursuant to the provisions of Section 253 of the DGCL, with the Company being the surviving corporation of the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby authorized and approved on substantially the terms and conditions set forth herein and the officers of the Company be, and each of them hereby is, authorized and directed to consummate the Merger on the terms set forth herein and in the Certificate of Merger;

RESOLVED FURTHER, that the time when the Merger shall become effective pursuant to the terms and conditions set forth in these resolutions and in the Certificate of Merger shall be upon the filing of the Certificate of Merger with the Delaware Secretary of State (the “*Effective Time*”);

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of the Company that is issued and outstanding immediately prior to the Effective Time, shall remain unchanged and continue to remain issued and outstanding as one share of capital stock of the Company,

held by the person who was the holder of such share of capital stock of the Company immediately prior to the Effective Time;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, all membership interests of North Plains that are issued and outstanding immediately prior to the Effective Time shall be canceled and retired and cease to exist, and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the Merger is hereby determined to be fair to, and in the best interests of, the Company and its stockholders;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute the Certificate of Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and to take all other actions that they may deem necessary, appropriate or desirable in connection with the Merger; and

RESOLVED FURTHER, that all prior actions taken by the officers of the Company with respect to effecting the purposes and intent of the Merger be, and each of them hereby is, authorized, ratified, confirmed and approved in all respects.

THIRD: The Company shall be the surviving corporation of the Merger.

FOURTH: The name of the surviving corporation shall remain, and be, Aclate, Inc.

FIFTH: The merger will become effective upon the filing of this Certificate of Merger.


SIXTH: The Certificate of Incorporation of the Company as in effect immediately prior to the Effective Time of the Merger shall be the certificate of incorporation of the surviving corporation.

SEVENTH: The proposed merger has been advised, authorized, and approved in accordance with the relevant provisions of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on the date first set forth above.

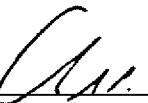
Aclate, Inc.

By:  _____

Name: Andrew S. Price

Title: Chief Financial Officer

North Plains, LLC

By:  _____

Name: Andrew S. Price

Title: Chief Financial Officer

[Signature Page to Certificate of Ownership and Merger]