

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM843332

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BDO USA, P.A.		08/30/2023	Professional Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BDO USA, P.C.		
Street Address:	330 N. Wabash		
Internal Address:	Suite 3200		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60611		
Entity Type:	Corporation: VIRGINIA		
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	
		TRADEMARK	

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: 7**

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**ARTICLES OF DOMESTICATION
 OF
 BDO USA, P.A.**

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

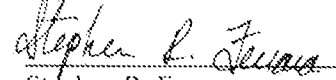
1. The name of the domesticating corporation is BDO USA, P.A. and its jurisdiction of formation is the State of Delaware.
2. The original name, date of formation, jurisdiction of formation and entity type of the domesticating corporation, and its name, jurisdiction of formation, and entity type upon each subsequent domestication or conversion, are as follows:

Name	Date of Formation / Conversion / Name Change	Jurisdiction of Formation	Entity Type
BDO Seidman, LLP	June 27, 1995	State of New York	Limited Liability Partnership
BDO USA, LLP	August 1, 2007	State of New York	Limited Liability Partnership
BDO USA, LLP	November 16, 2010	State of Delaware	Limited Liability Partnership
BDO USA, P.A.	July 1, 2023	State of Delaware	Professional Corporation

3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - a. The jurisdiction of formation of the domesticating corporation is the State of Delaware and the name of the domesticating corporation is BDO USA, P.A.
 - b. The jurisdiction of formation of the domesticated corporation will be the Commonwealth of Virginia and the name of the domesticated corporation will be BDO USA, P.C.
 - c. The amended and restated articles of incorporation of the domesticated corporation that will be in effect immediately after consummation of the domestication are attached hereto.
 - d. The bylaws of the domesticated corporation are attached to the Plan of Conversion and Domestication adopted by the domesticating corporation.
 - e. Each outstanding share of common stock of the domesticating corporation shall be converted into such number of shares of common stock of the domesticated corporation as set forth in the Plan of Conversion and Domestication adopted by the domesticating corporation.
4. The domestication is permitted by and was approved in accordance with the organic law of the foreign corporation.

These Articles of Domestication have been executed by the undersigned person in the name of the foreign corporation.

BDO USA, P.A.

By: 
 Name: Stephen R. Ferrara
 Title: Chief Operating Officer

Amended and Restated Articles of Incorporation

See Attached.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BDO USA, P.C.**

ARTICLE I

The name of the Corporation is BDO USA, P.C. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the Commonwealth of Virginia is 100 Shockoe Slip Fl 2, Richmond, Virginia, 23219-4100. The registered office is physically located in the City of Richmond. The name of the Corporation's registered agent is Corporation Service Company. The registered agent is a foreign stock corporation that is authorized to transact business in the Commonwealth of Virginia.

ARTICLE III

The purpose for which the Corporation is organized is to engage in the practice of certified public accounting (including the "practice of public accounting" as defined in § 54.1-4400 of the Code of Virginia, as amended) and related business, tax and advisory activities and services. To the extent consistent with the provisions of the Code of Virginia applicable to professional corporations, the Corporation shall also have all powers, rights or privileges granted to or conferred upon stock corporations by the Code of Virginia, or otherwise under the laws of the Commonwealth of Virginia which shall now or hereafter be in force. The foregoing statement of purposes shall not be deemed to exclude or deny to the Corporation any powers, rights or privileges granted or conferred by law.

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 100,000,000 shares, par value \$0.334 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 these Articles 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. Except as otherwise provided in these Articles of Incorporation or agreed to by the Corporation, no shareholder shall have a preemptive right to acquire the Corporation's unissued shares.

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 shareholders entitled to vote on such matters. Except as provided in these Articles of Incorporation or otherwise required by applicable law, the quorum of shareholders and requisite vote of shareholders to approve actions shall be as set forth in the bylaws of the Corporation.

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.

2.4 Action by Written Consent. The shareholders of the Corporation may approve action by less than unanimous written consent without a meeting in compliance with Section 13.1-657(B) of the Code of Virginia.

2.5 Special Voting Provisions. Notwithstanding any shareholder vote otherwise required by Chapter 9 of Title 13.1 of the Code of Virginia, and unless otherwise expressly provided by these Articles of Incorporation, the bylaws of the Corporation or an agreement among the Corporation and its shareholders, a domestication or conversion of the Corporation pursuant to Section 13.1-722 of the Code of Virginia, a sale, lease, exchange or disposition of assets of the Corporation pursuant to Section 13.1-724 of the Code of Virginia, or a dissolution of the Corporation pursuant to Section 13.1-742 of the Code of Virginia may be approved by shareholders by a majority of all votes cast on such action by each voting group entitled to vote on such action at a meeting at which a quorum of the voting group exists, without any additional shareholder approval.

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 amending these Articles of Incorporation to classify or

reclassify unissued shares of Preferred Stock into one or more classes or series, and to determine the terms, preferences, rights and limitations of such shares. 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 these Articles of Incorporation, as amended, irrespective of the provisions of Section 13.1-708 of the Code of Virginia.

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 Amended and Restated Shareholders' Agreement, dated on or about the date hereof, 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 these Articles of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VIII by the shareholders 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 Commonwealth of Virginia, 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 these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation; provided, however, that notwithstanding anything contained in these Articles of Incorporation to the contrary, any amendment to these Articles 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

These Articles of Incorporation shall be effective at 12:01 a.m. (Eastern Standard Time) on August 30, 2023.

* * *

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 28, 2023

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

BDO USA, P.C.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective August 30, 2023.

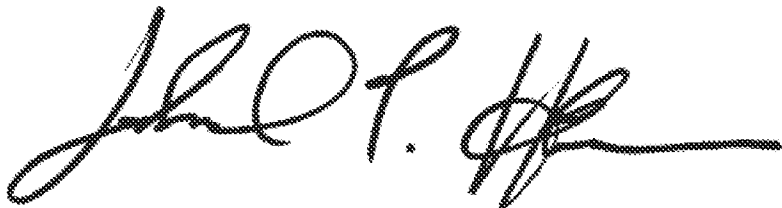
When the certificate becomes effective, BDO USA, P.C. is deemed to be a stock corporation under the laws of this Commonwealth with the name

BDO USA, P.C.

The stock corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'J. Hudson', followed by a horizontal line extending to the right.

Jehmal T. Hudson
Commissioner