

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM857244

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/18/2023

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lucky Health Group, Inc.		09/18/2023	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	NOW Health Group, Inc.
<b>Street Address:</b>	244 Knollwood Drive
<b>City:</b>	Bloomingtondale
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60108
<b>Entity Type:</b>	Corporation: ILLINOIS

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	5854948	LUCKY PLANET
Registration Number:	5765692	LUCKY EATS
Registration Number:	5703052	LUCKY TRU
Registration Number:	5743939	LUCKY AROMAS
Registration Number:	5783572	LUCKY ROOTS
Registration Number:	5651387	WELLNESS CIRCLE
Registration Number:	5233107	LUCKY HERBS
Registration Number:	4577075	LUCKY VITAMIN

## 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.*

Email: joanna.crosby@hklaw.com, Dan.Neustadt@hklaw.com,  
pt-docketing@hklaw.com

Correspondent Name: Joanna D. Crosby

Address Line 1: 800 17th Street, NW

Address Line 2: Suite 1100

Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER: 166424.00001

OP \$215.00 5854948

<b>NAME OF SUBMITTER:</b>	Joanna Crosby
<b>SIGNATURE:</b>	/joannacrosby/
<b>DATE SIGNED:</b>	11/30/2023
<b>Total Attachments: 6</b> source=TRADEMARK SCHEDULE FOR LUCKY HEALTH GROUP INC and NOW HEALTH GROUP INC. merger#page1.tif source=# 3 - Agreement and Plan of Merger by and among Lucky and NOW (Executed Version)(201204936.10)#page1.tif source=# 3 - Agreement and Plan of Merger by and among Lucky and NOW (Executed Version)(201204936.10)#page2.tif source=# 3 - Agreement and Plan of Merger by and among Lucky and NOW (Executed Version)(201204936.10)#page3.tif source=Delaware Merger As Filed#page1.tif source=Delaware Merger As Filed#page2.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:

"LUCKY HEALTH GROUP, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NOW HEALTH GROUP, INC." UNDER THE NAME OF  
"NOW HEALTH GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED  
IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2023, AT  
12:32 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7609153 8100M  
SR# 20233437915

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

Authentication: 204114501  
Date: 09-07-23

**TRADEMARK**  
**REEL: 008273 FRAME: 0717**



## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger") is made and entered into as of August 24, 2023, by and between Lucky Health Group, Inc., a Delaware corporation ("Lucky"), and NOW Health Group, Inc., an Illinois corporation ("NOW").

**WHEREAS**, NOW is the sole shareholder of Lucky; and

**WHEREAS**, the Board of Directors of Lucky and NOW, as Sole Shareholder of Lucky, and the Board of Directors of NOW, have each approved and adopted this Plan of Merger and the transactions contemplated by this Plan of Merger, in each case after making a determination that this Plan of Merger and such transactions are advisable and fair to, and in the best interests of, such both corporations and their stockholders; and

**WHEREAS**, pursuant to the transactions contemplated by this Plan of Merger and on the terms and subject to the conditions set forth herein, Lucky, in accordance with the Delaware General Corporation Law (the "DGCL") and the Illinois Business Corporations Act of 1983 (the "IBCA"), will merge with and into NOW, with NOW as the surviving corporation (the "Merger").

**NOW, THEREFORE**, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Merger. Lucky shall, in accordance with the DGCL and the IBCA, be merged with and into NOW (the "Merger") with NOW being the surviving corporation (the "Surviving Corporation") effective as of September 18, 2023 (the "Effective Time"). The separate existence of Lucky (the "Terminating Corporation") shall cease upon the Effective Time pursuant to the provisions of the DGCL.
2. Articles of Incorporation. The Articles of Incorporation of NOW in effect upon the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation following the Merger and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the IBCA.
3. Bylaws. The Bylaws of NOW, in full force and effect upon the Effective Time of the Merger, shall continue to be the Bylaws of the Surviving Corporation (the "Bylaws") following the Merger and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the IBCA.
4. Officers and Directors. The directors and officers of NOW in office upon the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation following the Merger, all of whom shall continue to be a director and hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws.
5. Name of the Surviving Corporation. The name of the Surviving Corporation in effect at the Effective Time shall survive and continue to be the name of the Surviving Corporation after the Effective Time.

6. Cancellation of Shares. As of immediately prior to the Merger, all of the issued and outstanding shares of the Terminating Corporation are owned by NOW. At the Effective Time of the Merger and without any further action on the part of the Terminating Corporation, the Surviving Corporation, or any stockholder of either of them, the capital stock of the Terminating Corporation held by any stockholder shall be cancelled and terminated, and each issued and outstanding share of the Surviving Corporation's capital stock shall be unaffected by the Merger, and the Surviving Corporation shall continue to have Common Voting and Common Non-Voting shares.

7. Approval. This Plan of Merger has been approved by the Board of Directors of Lucky and the Sole Shareholder of Lucky by written resolution in the manner prescribed by the DGCL, and by the Board of Directors of NOW, by written resolution in the manner prescribed by the IBCA.

8. Filing. Lucky and NOW hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of Illinois, as applicable, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.


9. Further Authorization. The proper directors and officers of Lucky and the proper directors and officers of NOW, respectively, are hereby, and each of them acting alone is hereby, authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger provided for herein.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first above written.

**TERMINATING CORPORATION:**

LUCKY HEALTH GROUP, INC., a Delaware corporation

By:   
James P. Emme  
President

**SURVIVING CORPORATION:**

NOW HEALTH GROUP, INC., an Illinois corporation

By:   
James P. Emme  
President & CEO

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
LUCKY PLANET	5854948	September 10, 2019
LUCKY EATS	5765692	May 28, 2019
LUCKY TRU	5703052	March 19, 2019
LUCKY AROMAS	5743939	May 07, 2019
LUCKY ROOTS	5783572	June 18, 2019
WELLNESS CIRCLE	5651387	January 08, 2019
LUCKY HERBS	5233107	June 27, 2017
LUCKY VITAMIN	4577075	July 29, 2014