

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM865141

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	01/01/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Thomas LLC	FORMERLY Thomas Engineering Inc.	01/01/2023	Limited Liability Company: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
IMA North America, Inc.	01/01/2023	Corporation: CONNECTICUT	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	IMA North America, Inc.		
Street Address:	200 Airport Road		
City:	Elgin		
State/Country:	ILLINOIS		
Postal Code:	60123		
Entity Type:	Corporation: CONNECTICUT		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5383647	FLEX	
CORRESPONDENCE DATA			
Fax Number:	8474901403		
<i>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.</i>			
Phone:	8474901400		
Email:	kerickson@pauleyjp.com		
Correspondent Name:	Kevin D. Erickson		
Address Line 1:	10 Executive Court		
Address Line 2:	Suite 3		
Address Line 4:	South Barrington, ILLINOIS 60010		
NAME OF SUBMITTER:	Kevin D. Erickson		
SIGNATURE:	/kevin d erickson/		
DATE SIGNED:	01/02/2024		

OP \$40.00 5383647

Total Attachments: 7

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source=Certificate of Merger (Connecticut) - Thomas LLC into IMA North America#page1.tif

source=Thomas LLC Delaware Certificate of Merger Domestic LLC Into a Foreign Corp#page1.tif

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is IMA North America, Inc., a foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is Connecticut.

Third: The name of the Limited Liability Company being merged into the Corporation is Thomas LLC, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is IMA North America, Inc.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 200 Airport Road, Elgin, Illinois 60123.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is:

200 Airport Road Elgin, Illinois 60123

Ninth: The effective date of the merge shall be January 1, 2023, 12:00AM.

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this _____ day of _____, A.D., 2022

By: _____

Authorized Officer

Name: Stewart Harvey

Print or type

PLAN OF MERGER

This PLAN OF MERGER (this "Plan"), dated as of January 1, 2023, by and between IMA NORTH AMERICA, INC., a Connecticut corporation ("IMA"), and THOMAS LLC, a Delaware limited liability company ("Thomas").

A. Thomas is a wholly owned subsidiary of IMA.

B. IMA, as the sole member of Thomas, desires to effect a merger of Thomas with and into IMA (the "Merger"), with IMA being the survivor in the Merger, in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "ACT"), and Section 33-817 of the Connecticut Business Corporation Act (the "CTBCA"), as more fully provided in, and upon the terms and subject to the conditions set forth in, this Plan.

C. The board of directors of IMA and sole member of Thomas have approved and adopted, on behalf of IMA and Thomas, and declared advisable and in the best interests of each of Thomas and IMA, this Plan and the transactions contemplated hereby, including the Merger.

NOW, THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained in this Plan, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

ARTICLE I ARTICLE I THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), in accordance with this Plan and Section 18-209 of the ACT and Section 33-817 of the CTBCA, Thomas shall be merged with and into IMA. At the Effective Time, the separate existence of Thomas shall cease and IMA shall continue as the surviving company in the Merger (the "Surviving Company").

1.2 Effective Time. As soon as practicable after the date hereof, the parties shall cause certificates of merger (the "Certificates of Merger") to be executed and filed with the Secretaries of State of the State of Connecticut and Delaware in accordance with applicable provisions of the CTBCA and the ACT. The Merger shall become effective on January 1, 2023, or at such other time as the parties shall agree and as shall be specified in the Certificates of Merger. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

1.3 Effects of the Merger. The Merger shall have the effects set forth in the applicable provisions of the CTBCA and the ACT. Without limiting the generality of the foregoing, at the Effective Time, all the property, rights, privileges, powers and franchises, and all and every other interest of each of Thomas and IMA shall vest in the Surviving Company, and all debts, liabilities and duties of each of Thomas and IMA shall become the debts, liabilities and duties of the Surviving Company.

1.4 Organizational Documents of Surviving Company.

(a) Certificate of Incorporation. The Certificate of Incorporation of IMA as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Company from and after the Effective Time, until amended or repealed in accordance with such certificate of incorporation the CTBCA.

(b) Bylaws. The bylaws of IMA as in effect immediately prior to the Effective Time (the "Bylaws") shall be the bylaws of the Surviving Company from and after the Effective Time, until amended or repealed in the manner provided by the Bylaws and the CTBCA.

1.5 Effect on Equity Securities. At the Effective Time, by virtue of the Merger and without any further action by any person, all of the outstanding membership interests of Thomas shall be cancelled and shall cease to exist and no cash or other consideration shall be delivered or deliverable in exchange therefor. The outstanding shares of capital stock of IMA shall not be converted or exchanged in any manner, but as of the Effective Time shall represent the equity securities of the Surviving Company.

1.6 Directors. The directors of IMA as of immediately prior to the Effective Time shall be the directors of the Surviving Company as of the Effective Time and shall serve in accordance with the Bylaws and the CTBCA until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal.

1.7 Officers. The officers of IMA as of immediately prior to the Effective Time shall be the officers of the Surviving Company as of the Effective Time and shall serve in accordance with the Bylaws and the CTBCA until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal.

1.8 Additional Actions. Subject to the terms of this Plan, the parties shall take all such reasonable and lawful action as may be necessary or appropriate in order to effectuate the Merger and to comply with the requirements of the CTBCA and the ACT. If, at any time after the Effective Time, the Surviving Company shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Company its right, title or interest in, to or under any of the rights, properties or assets of either of Thomas or IMA acquired or to be acquired by the Surviving Company as a result of, or in connection with, the Merger or otherwise to carry out this Plan, the officers of the Surviving Company shall be authorized to execute and deliver, in the name and on behalf of each of Thomas and IMA, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of Thomas and IMA or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Company or otherwise to carry out this Plan.

ARTICLE II GENERAL PROVISIONS

2.1 Governing Law. This Plan shall be construed, performed and enforced in accordance with the laws of the State of Connecticut.

2.2 Assignment; Successors. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties and their respective successors and assigns.

2.3 Counterparts. This Plan may be signed in counterparts, each of which may be delivered via electronic (including PDF) transmission and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

2.4 Severability. The provisions of this Plan are severable, and in the event any provision hereof is determined to be invalid or unenforceable, such invalidity or unenforceability shall not in any way affect the validity or enforceability of the remaining provisions hereof.

2.5 No Third-Party Beneficiaries. Nothing contained in this Plan is intended by the parties to expand the rights and remedies of any person or entity not a party hereto against any party hereto as compared to the rights and remedies which such person or entity would have had against any party hereto had the parties not consummated the transactions contemplated hereby.

[Signature page follows]

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

IMA NORTH AMERICA, INC.

By: 
Name: Stewart Harvey
Title: Chief Executive Officer

THOMAS LLC

IMA NORTH AMERICA, INC., ITS SOLE
MEMBER

By: 
Name: Stewart Harvey
Title: Chief Executive Officer

CERTIFICATE OF MERGER

OF

IMA NORTH AMERICA, INC.

AND

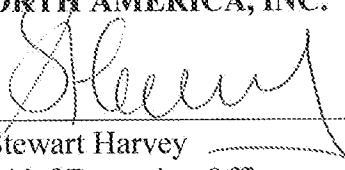
THOMAS LLC

Pursuant to Connecticut General Statutes § 34-615 ("CGS"), the undersigned constituent organizations hereby execute the following Certificate of Merger:

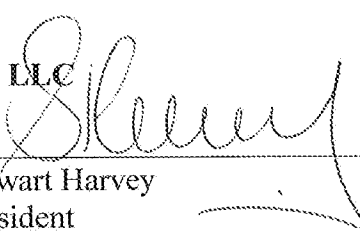
1. The names of the constituent organizations involved in the merger are IMA North America, Inc., a Connecticut corporation (the "Company"), and Thomas LLC, a Delaware limited liability company (the "Thomas").
2. The Company shall be the surviving corporation and the name of the surviving corporation shall remain IMA North America, Inc.
3. The Plan of Merger, and the performance of its terms, was duly approved by the Company pursuant to CGS § 34-613 and by Thomas pursuant to Section 18-209 of the Delaware Limited Liability Company Act.
4. The merger shall be effective as of January 1, 2023, 12:00AM.

DATED: December ____, 2022

IMA NORTH AMERICA, INC.

By: 
Name: Stewart Harvey
Title: Chief Executive Officer

THOMAS LLC

By: 
Name: Stewart Harvey
Title: President