

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM867184

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NurseTim, Inc.		12/12/2023	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Wolters Kluwer Health, Inc.		
Street Address:	Two Commerce Square 2001 Market Street		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19103		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	90857369	CJSIM	
Registration Number:	5025906	NURSETIM	
Registration Number:	5474008	NURSE THINK	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	officeactions@crowell.com		
Correspondent Name:	Alissa Askuvich		
Address Line 1:	P.O. Box 10395		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	514027.5004786		
NAME OF SUBMITTER:	Emily T. Kappers		
SIGNATURE:	/Emily T. Kappers/		
DATE SIGNED:	01/10/2024		
Total Attachments: 7			
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Delaware

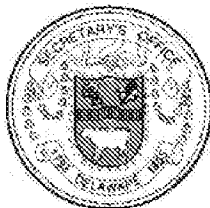
The First State

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 OWNERSHIP, WHICH MERGES:

"NURSETIM, INC.", A MINNESOTA CORPORATION,
WITH AND INTO "WOLTERS KLUWER HEALTH, INC." UNDER THE NAME OF "WOLTERS KLUWER HEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2023, AT 9:56 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2023.



Handwritten signature of Jeffrey W. Bullock, Secretary of State, in black ink. Below the signature is a horizontal line with the text "Jeffrey W. Bullock, Secretary of State" printed underneath.

849879 8100M
SR# 20234196547

Authentication: 204796076
Date: 12-12-23

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

TRADEMARK
REEL: 008313 FRAME: 0314

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
OF
NURSETIM, INC.
INTO
WOLTERS KLUWER HEALTH, INC.

Pursuant to Section 253 of the General Corporation Law of Delaware (the “**Delaware Code**”), Wolters Kluwer Health, Inc., a corporation incorporated on February 17, 1978, pursuant to the provisions of the Delaware Code (the “**Corporation**”), does hereby certify:


1. The Corporation owns 100% of the outstanding shares of each class of capital stock of NurseTim, Inc., a Minnesota corporation incorporated on December 19, 2008 (the “**Subsidiary**”).

2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 7, 2023, and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the Delaware Code (the “**Merger**”).

3. The Corporation shall be the surviving corporation of the Merger.

4. The Certificate of Ownership and Merger and the Merger shall become effective on December 31, 2023.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 12th day of December 2023.

By: 
Name: Erin M. Sanders
Title: Assistant Secretary

**WOLTERS KLUWER HEALTH, INC.
UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS IN LIEU OF MEETING**

December 7, 2023

The undersigned, being all of the members of the Board of Directors (the "Board") of Wolters Kluwer Health, Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Section 141(f) of The Delaware General Corporation Law, as amended (the "DGCL"), hereby consent to the following actions and waive any notice required to be given in connection therewith:

WHEREAS, the Corporation owns beneficially and of record 100% of the issued and outstanding capital stock of NurseTim, Inc., a Minnesota corporation ("Subsidiary");

WHEREAS, the Board deems it desirable and in the best interests of the Corporation to merge (the "Merger") Subsidiary with and into the Corporation, which shall be the surviving corporation of the Merger; and

WHEREAS, there has been presented to the Board a Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A which provides for the merger of Subsidiary with and into the Corporation, with the Corporation continuing as the surviving corporation.

NOW THEREFORE, BE IT RESOLVED, that, in accordance with the DGCL (including, without limitation, Section 253 of the DGCL) and the Minnesota Business Corporation Act (the "MBCA") (including, without limitation, Section 302A.621 of the MBCA), the Board hereby authorizes, adopts and approves in all respects the Plan of Merger;

BE IT FURTHER RESOLVED, that each of the officers of the Corporation (each, an "Officer") is each hereby authorized, in the name and on behalf of the Corporation, to: (1) execute a Certificate of Ownership and Merger to be filed with the Office of the Delaware Secretary of State, (2) execute Articles of Merger to be filed with the Office of the Minnesota Secretary of State, and (3) execute and deliver any such other certificates, instruments or documents, if any, as any of such Officers may deem necessary or appropriate to consummate the Merger; and

FURTHER RESOLVED, that the Officers of the Corporation are each hereby authorized to take from time to time, in the name and on behalf of the Corporation, such actions and to execute and deliver from time to time, in the name and on behalf of the Corporation, such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper in order to carry out the purposes and intent of the foregoing resolutions; all such acts and things done or caused to be done, and all such certificates, instruments, notices and documents, to be performed, executed and delivered in such form as the Officer performing or


executing the same may approve, the performance or execution thereof by such Officer to be conclusive evidence of the approval thereof by such Officer and by the Board; and

FURTHER RESOLVED, that any and all action heretofore or hereafter taken by each Officer of the Corporation in accordance with the foregoing resolutions is hereby approved, ratified and confirmed as the act and deed of the Corporation.

This Consent may be executed in any number of counterparts, each of which, when taken together, shall constitute one and the same Consent.

* * * * *

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



J. Michele Balnius

Maria João Montenegro de F. Moreira da Silva

Maria João Montenegro de F. Moreira da Silva



Thomas J. Nestor

being all of the members of the Board of Directors of
Wolters Kluwer Health, Inc., a Delaware corporation

**PLAN OF MERGER
OF
NURSETIM, INC.
WITH AND INTO
WOLTERS KLUWER HEALTH, INC.**

This Plan of Merger (this “Plan”) sets forth the terms of the merger (the “Merger”) of NurseTim, Inc., a Minnesota corporation (“Subsidiary”), with and into Wolters Kluwer Health, Inc., a Delaware corporation (the “Parent”), pursuant to the provisions of: (a) The Delaware General Corporation Law, as amended (the “DGCL”), including, without limitation, Section 253 of the DGCL, and (b) the Minnesota Business Corporation Act, as amended (the “MBCA”), including, without limitation, Section 302A.621 of the MBCA.

Immediately prior to the adoption of this Plan and at all times thereafter until the Effective Time (as defined below), the Parent owned and will continue to own 100% of the issued and outstanding shares of the capital stock of Subsidiary.

1. Effective Time. As used in this Plan, the term “Effective Time” shall mean on December 31, 2023 subsequent to the filing with the Office of the Secretary of State of the State of Delaware of the Certificate of Ownership and Merger to effect the Merger and the filing with the Office of the Secretary of State of the State of Minnesota of the Articles of Merger to effect the Merger.

2. The Merger. At the Effective Time, Subsidiary shall merge with and into the Parent, the Parent shall absolutely and unconditionally assume all of the liabilities and obligations of Subsidiary and the separate corporate existence of Subsidiary shall thereupon cease. The Parent shall be the surviving corporation in the Merger (sometimes referred to as the “Surviving Corporation”) and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Parent with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 259 of the DGCL and Section 302A.641 of the MBCA.

3. Terms of the Merger. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person, each share of capital stock of Subsidiary issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired without payment of any consideration therefor, and shall cease to exist.

4. Certificate of Incorporation; By-laws. The certificate of incorporation and by-laws of the Parent immediately prior to the Effective Time shall be the certificate of incorporation and by-laws of the Surviving Corporation and thereafter may be amended as provided in accordance with applicable law.

5. Board of Directors and Officers. The initial directors and officers of the Surviving Corporation shall consist of the directors and officers of the Parent immediately prior to the Effective Time.