

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI109084

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Astronics Custom Control Concepts Inc.		12/27/2023	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Company Name:	Astronics Connectivity Systems & Certification Corp.		
Street Address:	804 S. Northpoint Blvd.		
City:	Waukegan		
State/Country:	ILLINOIS		
Postal Code:	60085		
Entity Type:	Corporation: ILLINOIS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85307047	IPLANE	
Serial Number:	85640264	CUSTOM CONTROL CONCEPTS	
Serial Number:	85640268	CUSTOM CONTROL CONCEPTS	
Serial Number:	85307055	SKYSHOW	
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>			
Phone:	7168564000		
Email:	acutaia@hodgsonruss.com, ipdocketing@hodgsonruss.com		
Correspondent Name:	Alfonzo I Cutaia		
Address Line 1:	The Guaranty Building		
Address Line 2:	140 Pearl Street, Suite 100		
Address Line 4:	Buffalo, NEW YORK 14202-4040		
ATTORNEY DOCKET NUMBER:	032461.00000		
NAME OF SUBMITTER:	Alfonzo Cutaia		
SIGNATURE:	Alfonzo Cutaia		
DATE SIGNED:	03/20/2024		

OP \$115.00.00 85307047

Total Attachments: 9

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OFFICE OF THE SECRETARY OF STATE

ALEXI GIANNOULIAS-Secretary of State

7132-610-1

DECEMBER 27, 2023

RE ASTRONICS CONNECTIVITY SYSTEMS & CERTIFICATION CORP.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORM BCA 14.35) AND FILE IT IN THIS OFFICE WITHIN SIXTY (60) DAYS OF THE EFFECTIVE DATE OF THE MERGER. THIS FORM IS AVAILABLE ON OUR WEBSITE AT WWW.ILSOS.GOV. CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

ALEXI GIANNOULIAS
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.ilsos.gov

FILED

DEC 27 2023

**ALEXI GIANNOULIAS
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File # 71326101 Filing Fee: \$ 100⁰⁰ Approved: WR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<input checked="" type="checkbox"/> Astronics Connectivity Systems & Certification Corp.	Illinois	71326101 <u>S.</u>
<input checked="" type="checkbox"/> Astronics Custom Control Concepts Inc.	Washington	<u>N.O. N.S.</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Astronics Connectivity Systems & Certification Corp.
~~existing~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

Astronics Connectivity Systems & Certification Corp., an Illinois corporation will merge into Astronics Custom Control Concepts Inc., a Washington corporation with Astronics Connectivity Systems & Certification Corp., an Illinois corporation surviving pursuant to the Agreement and Plan of Merger attached hereto. The Agreement and Plan of Merger will be effective as of 11:59 pm on December 31, 2023.

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, **STEVE R. HOBBS**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

ASTRONICS CONNECTIVITY SYSTEMS & CERTIFICATION CORP.

UBI: NOT QUALIFIED IN WA

Effective Date: 12/31/2023

Filing Date: 12/27/2023

Merging Entities:

604 100 031

ASTRONICS CUSTOM CONTROL CONCEPTS INC., WA PROFIT CORPORATION



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Steve R. Hobbs, Secretary of State

Date Issued: 12/27/2023

TRADEMARK

REEL: 008374 FRAME: 0840

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
✓ Astronics Connectivity Systems & Certification Corp.	100	100
✓ Astronics Custom Control Concepts Inc.	100	100
_____	_____	_____
_____	_____	_____

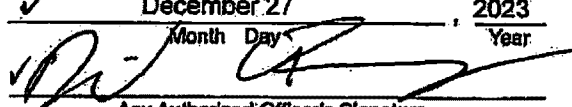
b. Not applicable to 100 percent-owned subsidiaries.

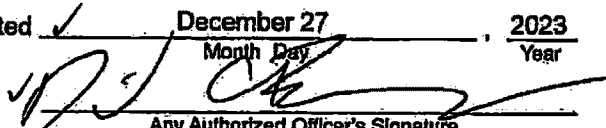
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____, _____, _____
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated ✓ December 27, 2023 Astronics Connectivity Systems & Certification Corp.
Month Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
David C. Burney, Secretary and Treasurer
 Name and Title (type or print)

Dated ✓ December 27, 2023 Astronics Custom Control Concepts Inc.
Month Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
David C. Burney, Secretary and Treasurer
 Name and Title (type or print)

Dated _____, _____, _____
Month Day Year Exact Name of Corporation

 Any Authorized Officer's Signature

 Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is dated as of
✓ December 27, 2023 by and between Astronics Connectivity Systems & Certification Corp., an Illinois corporation (the "Surviving Entity") and Astronics Custom Control Concepts Inc., a Washington corporation (the "Merged Entity").

✓ WHEREAS, the Surviving Entity and the Merged Entity (collectively, the "Constituent Entities") deem it advisable and in their best interests to effect a merger pursuant to Section 11-05, et al. of the Illinois Business Corporation Act ("IL BCA Act") and RCW 23B.11, et al. of the Washington Business Corporation Act ("WBCA") (the IL BCA Act and the WBCA, collectively, the "State Acts"), whereby the Merged Entity will be merged with and into the Surviving Entity, which will survive the merger;

WHEREAS, for U.S. Federal Income tax purposes, it is intended that (i) the merger described herein be treated as a transaction that will qualify as a reorganization within the meaning of Section 368(a)(i)(D) of the United States Internal Revenue Code of 1986 (as amended, the "Code"), (ii) each of the Merged Corporation and Surviving Corporation are each a party to the reorganization within the meaning of Section 368(b) of the Code, and (iii) this Plan of Merger be, and hereby is adopted as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Treasury Regulations; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Entities hereby agree to effect the merger on the terms and conditions set forth below.

ARTICLE 1 THE MERGER

✓ 1.1 **The Merger.** At the Effective Time (as defined in Section 1.2), in accordance with the terms and conditions of this Merger Agreement and the applicable provisions of the State Acts, the Merged Entity shall be merged with and into the Surviving Entity (the "Merger"), and the separate corporate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence as the surviving entity in the Merger (the "Surviving Entity") under the laws of Illinois.

✓ 1.2 **Effective Time of the Merger.** The Merger shall become effective at 11:59 pm on December 31, 2023 (the "Effective Time").

1.3 **Filing of Illinois Articles of Merger.** The Merged Entity shall execute Form BCA 11.25, Articles of Merger ("Illinois Articles of Merger") in accordance with Illinois law as soon as practicable after approval of this Merger Agreement, and the Merged Entity shall cause such Illinois Articles of Merger to be filed and recorded in accordance with Illinois law.

1.4 **Filing of Washington Articles of Merger.** The Surviving Entity shall execute the Articles of Merger ("Washington Articles of Merger") in accordance with Washington law as

soon as practicable after approval of this Merger Agreement, and the Surviving Entity shall cause such Washington Articles of Merger to be filed and recorded in accordance with Washington law.

1.5 Effect of the Merger. At and after the Effective Time, by virtue of the Merger and without any action on the part of any party, (a) the separate existence of the Merged Entity shall cease; (b) the Surviving Entity shall possess all of the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, and be subject to all of the restrictions, disabilities and duties, of each of the Constituent Entities; (c) all rights, privileges, powers, immunities and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and debts due either of the Constituent Entities on whatever account, as well for stock subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; (d) all property, rights, privileges, powers, immunities and franchises, and all and every other interest, shall be thereafter the property of the Surviving Entity as they were of the several and respective Constituent Entities; (e) the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; (f) all rights of creditors and all liens upon the properties of the Constituent Entities shall be preserved unimpaired; (g) all debts, liabilities, obligations and duties of the Constituent Entities shall attach to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties have been incurred or contracted by it; and (h) any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Entities may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Entity may be substituted in such action or proceeding.

1.6 Further Action. If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further deeds, conveyances, assignments, or assurances in law or any other acts are necessary, desirable or proper to vest, perfect, or confirm of record or otherwise in the Surviving Entity the title to any property or rights of the Constituent Entities acquired or to be acquired by reason of, or as a result of, the Merger, or otherwise to carry out the purposes of this Merger Agreement, the Constituent Entities agree that the Surviving Entity and its proper officers shall execute and deliver all such deeds, conveyances, assignments and assurances in law and do all things necessary, desirable, or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purposes of this Merger Agreement, and that the proper officers of the Surviving Entity are fully authorized, in the name of the Constituent Entities or otherwise, to take any and all such action.

ARTICLE 2

STATUS AND CONVERSION OF SECURITIES

At the Effective Time, by virtue of the Merger and without any action on the part of any party, all outstanding shares of stock of the Merged Entity shall be cancelled and extinguished without payment of any consideration therefor and without any conversion thereof. The Merger shall not cause any change in the issued and outstanding shares of the Surviving Entity. All of the issued and outstanding shares of stock of the Merged Entity prior to the Merger and all of the issued and outstanding shares of stock of the Surviving Entity prior to the Merger are owned by Astronics Corporation.

ARTICLE 3
THE SURVIVING ENTITY

3.1 **Articles of Incorporation.** The Articles of Incorporation of the Surviving Entity as in effect immediately prior to the Effective Time shall continue as the Articles of Incorporation of the Surviving Entity after the Effective Time. The Articles of Incorporation of the Merged Entity, as in effect immediately prior to the Effective Time, shall be cancelled as of the Effective Time.

3.2 **By-Laws of the Surviving Entity.** The By-laws of the Surviving Entity as in effect immediately prior to the Effective Time shall continue to govern the Surviving Entity after the Effective Time. The By-laws of the Merged Entity, as in effect immediately prior to the Effective Time, shall be cancelled as of the Effective Time.

3.3 **Directors and Officers.** The directors and officers of the Surviving Entity immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Entity after the Effective Time. The term of office of each of the directors and officers of the Merged Entity shall terminate as of the Effective Time.

3.4 **Name.** The name of the Surviving Entity immediately prior to the Effective Time shall be the name of the Surviving Entity after the Effective Time.

ARTICLE 4
MISCELLANEOUS

4.1 **Amendment and Modifications.** Subject to applicable law, this Merger Agreement may be amended, modified, supplemented, and terminated in any and all respects by written agreement of the Constituent Entities at any time prior to the filing of the Articles of Merger.

4.2 **Section Headings.** The section headings contained in this Merger Agreement are inserted for reference purposes only and shall not affect the meaning or interpretation of this Merger Agreement.


4.3 **Governing Law.** This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Illinois without reference to choice-of-law or conflict of law principles.

4.4 **Counterparts; Facsimile Signatures.** The parties may execute this Merger Agreement in multiple counterparts, each of which shall be deemed an original copy of this Merger Agreement and all of which, when taken together, shall constitute one and the same instrument. A facsimile of any executed counterpart transmitted electronically by e-mail or fax shall be as binding as an original signature.

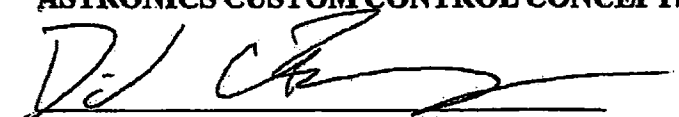
[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first above written.

ASTRONICS CONNECTIVITY SYSTEMS & CERTIFICATION CORP., an Illinois corporation

By: 
David C. Burney, Secretary and Treasurer

ASTRONICS CUSTOM CONTROL CONCEPTS INC., a Washington corporation

By: 
David C. Burney, Secretary and Treasurer