

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM527878

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Atomic Learning, Inc.		06/21/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Hoonuit, Inc.		
<b>Street Address:</b>	15088 22nd Avenue NE		
<b>City:</b>	Little Falls		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	56345		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5229444	LEARNIT. DOIT. SHAREIT. PROVEIT.	
<b>Registration Number:</b>	5046387	HOONUIT	
<b>Registration Number:</b>	2943752	ATOMIC LEARNING	
<b>Registration Number:</b>	2943745	ATOMIC LEARNING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2156562498		
<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>			
<b>Phone:</b>	215-656-3381		
<b>Email:</b>	pto.phil@dlapiper.com		
<b>Correspondent Name:</b>	IP GROUP OF DLA PIPER LLP (US)		
<b>Address Line 1:</b>	ONE LIBERTY PLACE		
<b>Address Line 2:</b>	1650 MARKET ST. SUITE 5000		
<b>Address Line 4:</b>	PHILADELPHIA, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	William L. Bartow		
<b>SIGNATURE:</b>	/williamlbartow/		
<b>DATE SIGNED:</b>	06/14/2019		
<b>Total Attachments: 9</b>			
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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HOONUIT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015, AT 3:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2016.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATOMIC LEARNING TRANSCO, INC." TO "ATOMIC LEARNING, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015, AT 3:44 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2016.



  
Jeffrey W. Bullock, Secretary of State

5916109 8100H  
SR# 20195231763

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

Authentication: 202957316  
Date: 06-04-19

TRADEMARK  
REEL: 006670 FRAME: 0348

# Delaware

The First State

Page 2

*CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATOMIC  
LEARNING, INC." TO "HOONUIT, INC.", FILED THE TWENTY-FIRST DAY  
OF JUNE, A.D. 2017, AT 3:31 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "HOONUIT, INC.".*



  
Jeffrey W. Bullock, Secretary of State

5916109 8100H  
SR# 20195231763

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

Authentication: 202957316  
Date: 06-04-19

**TRADEMARK**  
**REEL: 006670 FRAME: 0349**

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ATOMIC LEARNING TRANSCO, INC.**

**FIRST:** The name of this corporation shall be: Atomic Learning Transco, Inc. (the "Corporation").

**SECOND:** Its registered office in the State of Delaware is to be located at:

Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801;

and its registered agent at such address is: The Corporation Trust Company.

**THIRD:** The purpose or purposes of the Corporation shall be:

To carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue is:

One Hundred (100) shares of Common Stock, par value \$0.01 per share.

**FIFTH:** The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Alexandra Klingenstein	DLA Piper LLP (US) 33 Arch Street, 26 <sup>th</sup> Floor Boston, MA 02110

**SIXTH:** Protective Provisions. All terms not defined herein shall have the respective meanings ascribed to them in the Amended and Restated Limited Liability Company Agreement of Atomic Holdings I, LLC, dated April 6, 2012 and as amended from time to time (the "Operating Agreement"). The Corporation shall not, and shall not permit any Subsidiary to, without first having provided written notice of such proposed action to, and having obtained the prior written consent of, the Requisite Investors (as such term is defined for purposes of the Operating Agreement and only for so long as the consent or approval thereof with respect to any such proposed action is required under the Operating Agreement), in each case whether by merger, consolidation, or otherwise:

6.1 amend, alter, repeal or waive any provision of this certificate of incorporation;

6.2 with respect to the Corporation or any of its Subsidiaries, whether voluntary or involuntary, effect (or agree to effect): (i) the dissolution or liquidation thereof, (ii) the sale of all or substantially all of the assets thereof on a consolidated basis to an unrelated person or entity, (iii) a merger, reorganization or consolidation involving such entity in which the shares of voting stock outstanding immediately prior to such transaction represent or are converted into or exchanged for securities of the surviving or resulting entity immediately upon completion of such transaction which represent less than 50 percent of the outstanding voting power of such surviving or resulting entity, (iv) the acquisition of all or a majority of the outstanding voting stock thereof in a single transaction or a series of related transactions by a Person or group of Persons, or (v) any other acquisition of the business of such entity, as determined by the Board of Directors of the Corporation (each, a "Sale Event"); provided, however, that the Corporation's Initial Public Offering, any subsequent public offering or another capital raising event, or a merger effected solely to change the Company's domicile shall not constitute a "Sale Event";

6.3 other than in connection with a Qualified Financing Transaction, incur indebtedness for borrowed money in excess of \$500,000 or issue any debt securities;

6.4 pay any dividend or make any distribution to any stockholder or otherwise in respect of any shares of capital stock or other equity interest of the Corporation or any of its Subsidiaries, or repurchase any shares of capital stock or other equity interest of the Corporation (in each case except as explicitly required or contemplated by the Operating Agreement);

6.5 acquire or make any investment in any other business or entity, create any Subsidiary, or permit any Subsidiary to issue any capital stock or other equity interests, or securities convertible into or exercisable or exchangeable for capital stock or other equity interests of such Subsidiary, to any Person other than the Corporation or a wholly owned Subsidiary of the Corporation;

6.6 make, or permit any Subsidiary to make, any material change in the nature of its business or any material change in its business plan;

6.7 enter into any transaction with any officer, employee, member of the Board of Directors, member, or director of the Corporation or any of its Subsidiaries or any direct or indirect Affiliates of any such Person, other than (i) normal employment arrangements in the ordinary course of business with any employee, director or officer of the Corporation or any of its Subsidiaries as approved by the Board of Directors or the board of directors (or similar governance body) of any Subsidiary (as applicable) or (ii) in connection with a Qualified Financing Transaction;

6.8 unless approved by the Board of Directors, enter into any agreement or arrangement involving payments to or by the Corporation or any of its Subsidiaries in excess of \$100,000;

6.9 unless approved by the Board of Directors, adopt the Budget or make any material deviation therefrom (including any capital expenditure or other cash expenditure not contemplated in the Budget, or commitment to do the same, in excess of \$100,000 in any instance or \$250,000 in the aggregate; or

6.10 enter into any agreement to do any of the foregoing that is not expressly made conditional on obtaining the affirmative vote or written consent of the Requisite Investors.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

EIGHTH: Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware. No amendment, modification or repeal of this Article NINTH shall adversely affect the rights and protection afforded to a director of the Corporation under this Article NINTH for acts or omissions occurring prior to such amendment, modification or repeal.

TENTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article TENTH.


ELEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under

the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TWELFTH: This Certificate of Incorporation shall be effective as of January 1, 2016.



IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named,  
has executed, signed, and acknowledged this Certificate of Incorporation this 23<sup>rd</sup> day of  
December, 2015.

  
Alexandra Klingenstein  
Incorporator

[Certificate of Incorporation - Atomic Learning Transco, Inc.]

TRADEMARK  
REEL: 006670 FRAME: 0354

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
ATOMIC LEARNING TRANSCO, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the undersigned Secretary of Atomic Learning Transco, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "*Corporation*"), for purposes of amending the Certificate of Incorporation of the Corporation, does hereby certify:

I.

The Certificate of Incorporation of the Corporation is hereby amended by deleting the Article First thereof and by substituting in lieu of said Article First the following new Article First:


"First: The name of the corporation (the "*Corporation*") is Atomic Learning, Inc."

The directors of the Corporation have approved said amendment and recommended that the stockholders of the Corporation approve said amendment, and the stockholders have approved said amendment by written consent in accordance with the provisions of Section 228 of the General Corporation Law.

This Certificate of Amendment shall be effective as of January 1, 2016.

IN WITNESS WHEREOF, the undersigned, being the duly elected Secretary of the Corporation, has caused this Certificate of Amendment to be signed the 23rd day of December, 2015.

**ATOMIC LEARNING TRANSCO, INC.**

By:   
Name: Lisa Barnett  
Title: President

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
Atomic Learning, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "I" so that, as amended, said Article shall be and read as follows:

RESOLVE, THAT the articles of incorporation are amended as follows: The name of the Corporation be changed to Hoonuit, Inc

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 21st day of June, 2017.

By: Clay Anderson  
Authorized Officer

Title: CFO

Name: Clay Anderson  
Print or Type