

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631185

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/30/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ProKnow, LLC		08/30/2019	Limited Liability Company: FLORIDA
RECEIVING PARTY DATA			
Name:	Elekta, Inc.		
Street Address:	400 Perimeter Center Terrace, Suite 50		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30346		
Entity Type:	Corporation: GEORGIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5094950	PROKNOW	
Registration Number:	5094952	P PROKNOW	
CORRESPONDENCE DATA			
Fax Number:	4154421001		
<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:	4154421301		
Email:	carla.oakley@morganlewis.com		
Correspondent Name:	Carla B. Oakley		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	098007-0016		
NAME OF SUBMITTER:	Carla B. Oakley		
SIGNATURE:	/Carla B. Oakley/		
DATE SIGNED:	03/10/2021		
Total Attachments: 7			
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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **08/30/2019**. Attached is a true and correct copy of the said filing.

Surviving Entity:

ELEKTA, INC., a Domestic Profit Corporation

Nonsurviving Entity/Entities:

PROKNOW, LLC, a Foreign Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **09/04/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**CERTIFICATE OF MERGER
OF
PROKNOW, LLC
(a Florida liability company)**

**WITH AND INTO
ELEKTA, INC.
(a Georgia corporation)**

Pursuant to the provisions of Section 605 of the Florida Revised Limited Liability Company Act (the "Florida Act") and Section 14-2-1101 of the Georgia Business Corporations Code (the GBCC), as amended, the undersigned corporation, Elekta, Inc. (the "Surviving Corporation"), organized and existing under the laws of the State of Georgia, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ProKnow, LLC	Florida
Elekta, Inc.	Georgia

SECOND: The Agreement and Plan of Merger and Action by Written Consent were duly approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Sections 605.1021-605.1026 of the Florida Act and Section 14-2-1101 of the GBCC.

THIRD: The name of the surviving corporation of the merger is Elekta, Inc., a Georgia corporation, which will continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the GBCC.

FOURTH: The merger set forth in the Agreement and Plan of Merger was duly approved by the members and managers of ProKnow, LLC (the "Merging Company") in accordance with the Florida Act, on August 28, 2019.

FIFTH: The merger set forth in the Agreement and Plan of Merger was duly approved by the shareholders and board of directors of the Surviving Corporation in accordance with the GBCC on August 21, 2019.

SIXTH: The merger will be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Georgia and the filing of the Articles of Merger with the Secretary of State of the State of Florida.

SEVENTH: The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the Surviving Corporation which is located at 400 Perimeter Center Terrace, Suite 50, Atlanta, GA 30346.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request without cost, to any member of ProKnow, LLC or any shareholder of the Surviving Corporation.

NINTH: The effective date of the merger shall be the date of filing with the Georgia Secretary of State.

TENTH: The Articles of Incorporation of the Surviving Corporation on file with the Secretary of the State of Georgia shall remain the Articles of Incorporation of the Surviving Corporation at the time the merger becomes effective.

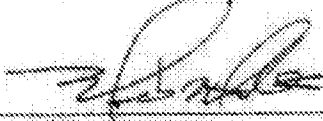
ELEVENTH: A request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the GBCC.

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[Signature Follows This Page]

IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger
this 30th day of August, 2019.

ELEKTA, INC., a Georgia corporation

By: 
Name: Michael M. Hartman
Title: Senior Vice President

2019 AUG 30 PM 4:37
CORPORATIONS DIVISION

[Signature Page to Certificate of Merger of Elekta, Inc.]

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into, effective the 30th day of August, 2019, by ProKnow, L.L.C., a Florida limited liability company ("Merging Company"), and Elekta, Inc., a Georgia corporation ("Surviving Company").

WHEREAS, Merging Company is a wholly-owned subsidiary of Surviving Company;

WHEREAS, Merging Company wishes to merge with and into Surviving Company, consequent to which all properties, assets, liabilities and obligations of Merging Company, shall stand transmitted to Surviving Company pursuant to the provisions of this Plan of Merger, the Georgia Business Corporation Code (the "GA Code") and the Florida Revised Limited Liability Company Act (the "FL Act"); and

WHEREAS, Surviving Company desires to accept the merger of Merging Company with and into Surviving Company, consequent to which Surviving Company shall acquire the properties and other assets, and assume all of the liabilities and obligations, of Merging Company, and each then outstanding membership interest of Merging Company shall automatically be canceled and terminated, pursuant to the provisions of this Plan of Merger, the FL Act, and the GA Code.

NOW, THEREFORE, in consideration of the mutual agreements contained in this Plan of Merger, the parties agree on the terms as set forth below.

1. Merger. Merging Company shall be merged with and into Surviving Company (the "Merger").
2. Effective Time. The Merger shall become effective immediately upon the filing of the articles of merger with the Secretary of State of the State of Georgia in accordance with the GA Code and filing articles of merger with the Secretary of State of the State of Florida in accordance with the FL Act (the "Effective Time").
3. Surviving Entity. Surviving Company shall be the surviving entity of the Merger and shall continue as a limited liability company to be governed by the laws of the State of Georgia. The name of the surviving entity in the Merger herein shall continue to be Elekta, Inc. At the Effective Time, the separate legal existence of Merging Company shall cease.
4. Articles of Incorporation. The Articles of Incorporation of Surviving Company as it exists at the Effective Time shall be the Articles of Incorporation of Surviving Company immediately following the Effective Time, unless and until the same shall thereafter be amended or repealed in accordance with the GA Code.
5. Bylaws. The Bylaws of Surviving Company shall be the Bylaws of the Surviving Company immediately following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions of such Bylaws and the GA Code.
6. Survival of Surviving Company Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of Surviving Company (the "Shares") shall remain unchanged and continue to remain outstanding as a Share of the same class or series of Share, held by the person who was the holder of such Share immediately prior to the Merger.

7. Cancellation of Merging Company Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding membership interest of Merging Company shall automatically be canceled and terminated and no equity interests in the Surviving Company, cash or other consideration whatsoever shall be paid or delivered in exchange therefore.

8. Transfer, Conveyance and Assumption. At the Effective Time, Surviving Company shall continue in existence as the surviving entity, and without further transfer, succeed to and possess all of the rights, privileges and powers of Merging Company, and all of the assets and property of whatever kind and character of Merging Company shall vest in Surviving Company without further act or deed; thereafter, Surviving Company, as the surviving entity, shall be liable for all of the liabilities and obligations of Merging Company, and any claim or judgment against Merging Company may be enforced against Surviving Company, as the surviving entity.

9. Amendment. The parties to this Plan of Merger may amend this Plan of Merger at any time prior to the Effective Time; provided that an amendment made subsequent to the approval of this Plan of Merger by the members of either party to this Plan of Merger shall not change any terms or conditions of this Plan of Merger if such change would have a materially adverse effect on the members of either party to this Plan of Merger.

10. Termination. This Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Time: (a) by mutual written consent of Surviving Company and Merging Company; or (b) by either Surviving Company or Merging Company if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining Surviving Company or Merging Company from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and unappealable. If this Plan of Merger is terminated pursuant to the preceding sentence, this Plan of Merger shall become void and of no effect with no liability on the part of either party hereto.

11. Further Assurances. If at any time the Surviving Company shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in Surviving Company the title to any property or right of Merging Company, or otherwise to carry out the provisions hereof, the proper representatives of Merging Company as of immediately prior to the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in Surviving Company, and otherwise to carry out the provisions hereof.

12. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, and all of which together shall be deemed one and the same instrument.

13. Successors and Assigns. The provisions of this Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Plan of Merger without the consent of the other party hereto.

(Signatures Appear on the Following Page)

IN WITNESS WHEREOF, each of the parties to this Plan of Merger, has caused this Plan of Merger to be executed as of the date first written above.

MERGING COMPANY:

ProKnow, LLC, a Florida limited liability company

By: 

Name: Michael J. Hartman

Title: Manager

SURVIVING COMPANY:

Elekta, Inc., a Georgia corporation

By: 

Name: Michael J. Hartman

Title: Senior Vice President

2019 AUG 30 PM 4:32
SECRETARY OF STATE
CORPORATIONS DIVISION

Signature Page to Plan of Merger