

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM649630

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/19/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.J.B. Hilliard, W.L. Lyons, LLC		10/18/2019	Limited Liability Company: KENTUCKY
RECEIVING PARTY DATA			
Name:	Robert W. Baird & Co. Incorporated		
Street Address:	777 East Wisconsin Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3079620	CWA	
Registration Number:	2513160	SENBANC	
Registration Number:	4546591	AQA	
Registration Number:	4703157	CHARTERED WEALTH ADVISOR	
Registration Number:	1582931		
Registration Number:	4167277	HILLIARD LYONS	
Registration Number:	4164496	BEYOND GUIDANCE. RESULTS.	
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:	3173992891		
Email:	tm-dept@quarles.com		
Correspondent Name:	Jordan R. Downham		
Address Line 1:	135 N. Pennsylvania Street, Suite 2400		
Address Line 4:	Indianapolis, INDIANA 46204		
ATTORNEY DOCKET NUMBER:	140002.00050		
NAME OF SUBMITTER:	Jordan R. Downham		

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SIGNATURE:	/Jordan R. Downham/
DATE SIGNED:	05/26/2021
Total Attachments: 9 source=Baird Hilliard Lyons ETAS#page1.tif source=Baird Hilliard Lyons ETAS#page2.tif source=Baird Hilliard Lyons ETAS#page3.tif source=Baird Hilliard Lyons ETAS#page4.tif source=Baird Hilliard Lyons ETAS#page5.tif source=Baird Hilliard Lyons ETAS#page6.tif source=Baird Hilliard Lyons ETAS#page7.tif source=Baird Hilliard Lyons ETAS#page8.tif source=Baird Hilliard Lyons ETAS#page9.tif	

ARTICLES OF MERGER

OF

J.J.B. HILLIARD, W.L. LYONS, LLC
a Kentucky limited liability company

WITH AND INTO

ROBERT W. BAIRD & CO. INCORPORATED
a Wisconsin corporation

Pursuant to Section 275.360 of the Kentucky Limited Liability Company Act (the "Kentucky Act") and Section 180.1105 of the Wisconsin Business Corporation Law (the "Wisconsin Act"), Robert W. Baird & Co. Incorporated, a Wisconsin corporation (the "Surviving Corporation"), submits these Articles of Merger for filing:

1. The Agreement and Plan of Merger (the "Merger Agreement") by and between the Surviving Corporation and J.J.B. Hilliard, W.L. Lyons, LLC, a Kentucky limited liability company (the "Merging Corporation"), dated as of October 18, 2019, contains the terms of an agreement and plan of merger as required by 275.355 of the Kentucky Act and Section 180.1101 of the Wisconsin Act (the "Plan of Merger") and such Plan of Merger is set forth on the attached Attachment A.
2. The Merger Agreement, inclusive of the Plan of Merger, was duly adopted and approved by the board of directors and sole shareholder of the Surviving Corporation and the board of managers and sole member of the Merging Corporation pursuant to Section 180.1103 of the Wisconsin Act.
3. The Merger Agreement, inclusive of the Plan of Merger, was duly adopted and approved by the board of directors and sole shareholder of the Surviving Corporation and the board of managers and sole member of the Merging Corporation pursuant to Section 275.350 of the Kentucky Act.
4. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective time of the merger, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.
5. No changes are desired to the Articles of Incorporation of the Surviving Corporation.
6. The Plan of Merger is on file at the principal place of business of the Surviving Corporation. The Surviving Corporation will provide a copy of the Plan of Merger, upon written request and without cost, to any shareholder of a corporation party to the Merger Agreement or, upon written request and payment to the Surviving Corporation of an amount equal to the cost of producing the copy, to any other interested person.
7. The Merging Corporation does not have a fee simple ownership interest in any real estate located within the State of Wisconsin.
8. The Surviving Corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent subject to Section 180.11045 of the Wisconsin Act.
9. The Surviving Corporation agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of the Commonwealth of Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the merger.
10. The Surviving Corporation appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any proceeding for enforcement of any obligation of any constituent business

*This document was drafted by, and a copy hereof should be returned to, John K. Wilson of Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.
4846-1337-5382.2*



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entity party to the merger that was organized under the laws of the Commonwealth of Kentucky or any obligation of the surviving business entity arising from the merger. The Secretary of State of the Commonwealth of Kentucky shall mail a copy of the process to the Surviving Corporation at the following address:


Baird - Legal Department
777 E Wisconsin Avenue 18th Fl
Milwaukee WI 53202-5391
Attention: Juliane Caswell, Sr. Legal Assistant

11. The merger shall become effective at 12:01 a.m. Central Time on October 19, 2019.

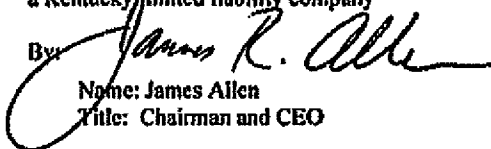
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IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed as of the 18th day of October 2019.

**ROBERT W. BAIRD & CO.
INCORPORATED,**
a Wisconsin corporation

By: 
Name: Paul L. Schultz
Title: Managing Director, General
Counsel and Secretary

J.J.B. HILLIARD, W.L. LYONS, LLC,
a Kentucky limited liability company

By: 
Name: James Allen
Title: Chairman and CEO

Attachment A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of October 18, 2019, is entered into by and between Robert W. Baird & Co. Incorporated, a Wisconsin corporation ("RWB"), and J.J.B. Hilliard, W.L. Lyons, LLC, a Kentucky limited liability company ("Hilliard Lyons").

WITNESSETH

WHEREAS, all of the issued and outstanding shares of common stock of RWB and all of the issued and outstanding capital units of Hilliard Lyons (the "Units") are owned of record by Baird Financial Corporation, a Wisconsin corporation ("BFC").

WHEREAS, RWB and Hilliard Lyons are entering into this Agreement, which contemplates the merger (the "Merger") of Hilliard Lyons with and into RWB upon the terms and conditions provided herein and pursuant to Section 275.355 the Kentucky Limited Liability Company Act (the "Kentucky Act") and Section 180.1101 of the Wisconsin Business Corporation Law (the "Wisconsin Act").

WHEREAS, each of the Board of Managers of Hilliard Lyons, Board of Directors of RWB and BFC, as the sole shareholder of RWB and the sole member Hilliard Lyons, deem it, respectively, in the best interests of RWB and its shareholder, on the one hand, and Hilliard Lyons and its member, on the other hand, that Hilliard Lyons be merged with and into RWB, with RWB being the surviving entity of the Merger, and such Boards of Managers and Directors and BFC, as the sole shareholder of RWB and the sole member Hilliard Lyons, have adopted and approved this Agreement and have authorized its execution and delivery.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and in accordance with the Kentucky Act and the Wisconsin Act, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE 1

The Merger

1.01 The Merger. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined below) in accordance with the Kentucky Act and the Wisconsin Act, Hilliard Lyons shall be merged with and into RWB. Following the Merger, the separate existence of Hilliard Lyons shall cease and RWB shall continue as the surviving business entity. RWB as the surviving business entity after the Merger sometimes is hereinafter referred to as the "Surviving Corporation."

1.02 Articles of Merger. Upon the terms and subject to the conditions of this Agreement, the parties hereto shall file articles of merger with (a) the Wisconsin Department of Financial Institutions in accordance with Section 180.1105 of the Wisconsin Act, executed in accordance with the relevant provisions of the Wisconsin Act, and (b) the Secretary of State of the Commonwealth of Kentucky in accordance with Section 275.360 of the Kentucky Act, executed in accordance with the relevant provisions of the Kentucky Act.

1.03 Effective Time of the Merger. The Merger shall be effective at 12:01 am Central Time on October 19, 2019 (the "Effective Time").

1.04 Effects of the Merger.

(a) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Kentucky Act and the Wisconsin Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the title to all property owned by each of RWB and Hilliard Lyons shall vest in the Surviving Corporation, without reversion or impairment, and all liabilities of RWB and Hilliard Lyons shall become the liabilities of the Surviving Corporation.

(b) If, at any time after the Effective Time, the Surviving Corporation 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 Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of RWB or Hilliard Lyons acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, then the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either of RWB or Hilliard Lyons, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of such entities 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 Corporation.

1.05 Articles of Incorporation; Bylaws; Directors and Officers.

(a) At the Effective Time, the Articles of Incorporation of RWB, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.

(b) At the Effective Time, the bylaws of RWB, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation, until thereafter amended as provided by law and such bylaws.

(c) The directors and officers of RWB immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal, subject to the terms of RWB's bylaws and any applicable employment or other agreements.

ARTICLE 2

**Effect of the Merger on the Hilliard Lyons Units
and the Capital Stock of RWB**

2.01 Cancellation of Hilliard Lyons Units. As of the Effective Time, by virtue of the Merger and without any action on the part of BFC as the sole holder of the Hilliard Lyons Units and without payment by RWB of any consideration to Hilliard Lyons or BFC, all of the Hilliard

Lyons Units issued and outstanding or held in the treasury, if any, immediately prior to the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled or retired and shall cease to exist, and each holder of a certificate representing any such Hilliard Lyons Units shall cease to have any rights with respect thereto.

2.02 No Effect on Capital Stock of RWB. The capital stock of RWB outstanding immediately prior to the Effective Time shall not be affected in any manner by virtue of the Merger.

[Signature page follows]

IN WITNESS WHEREOF, RWB and Hilliard Lyons have caused their respective duly authorized officers to execute this Agreement and Plan of Merger as of the date and year first above written.

**ROBERT W. BAIRD & CO.
INCORPORATED**

By: Paul Schultz
Name: Paul L. Schultz
Title: Managing Director, General
Counsel and Secretary

J.J.B. HILLIARD, W.L. LYONS, LLC.

By: James R. Allen
Name: James Allen
Title: Chairman and CEO

The undersigned hereby certifies that this Agreement has been adopted by the written consent of the sole member of Hilliard Lyons in accordance with the operating agreement of Hilliard Lyons and the Kentucky Act.

BAIRD FINANCIAL CORPORATION

By: Paul Schultz
Name: Paul L. Schultz
Title: Managing Director, General
Counsel and Secretary