

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM706177

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/17/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Big Know, Inc.		12/31/2020	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Gnome Acquisition Corporation	12/31/2020	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	The Big Know, Inc.		
Street Address:	123 North 3rd Street		
Internal Address:	Suite 605		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55401		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4898972	THE BIG KNOW	
Registration Number:	5465660	CAPTIVATE. EDUCATE. ACTIVATE.	
CORRESPONDENCE DATA			
Fax Number:	8443453178		
<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:	858-314-1178		
Email:	nytef@jonesday.com		
Correspondent Name:	Carl A. Kukkonen		
Address Line 1:	Jones Day		
Address Line 2:	250 Vesey Street		
Address Line 4:	New York, NEW YORK 10281		
ATTORNEY DOCKET NUMBER:	550606-999011		

CH \$65.00 4898972

NAME OF SUBMITTER:	Carl A. Kukkonen
SIGNATURE:	/Carl A. Kukkonen/
DATE SIGNED:	02/02/2022
Total Attachments: 7 source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page1.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page2.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page3.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page4.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page5.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page6.tif source=THE BIG KNOW INC DE INTO GNOME ACQUISITION CORPORATION INC DE CHANGED TO TH-DE#page7.tif	

Delaware

The First State

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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 MERGER, WHICH MERGES:

"THE BIG KNOW, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GNOME ACQUISITION CORPORATION, INC." UNDER THE NAME OF "THE BIG KNOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020, AT 10:13 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4427607 8100M
SR# 20208806023

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

Authentication: 204456195
Date: 12-31-20

TRADEMARK
REEL: 007609 FRAME: 0372

CERTIFICATE OF MERGER

of

THE BIG KNOW, INC.
a Delaware corporation,

with and into

GNOME ACQUISITION CORPORATION, INC.,
a Delaware corporation

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, as amended (the "**DGCL**") and in lieu of filing the agreement of merger, Gnome Acquisition Corporation, Inc., a Delaware corporation ("**Merger Sub**"), in connection with the merger of The Big Know, Inc., a Delaware corporation (the "**Company**"), with and into Merger Sub (the "**Merger**"), hereby certifies as follows:

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger (the "**Constituent Corporations**") are:

<u>Name</u>	<u>State of Incorporation</u>
The Big Know, Inc.	Delaware
Gnome Acquisition Corporation, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of December 17, 2020, by and among the parent corporation of Merger Sub, Merger Sub, the Company, and certain other parties thereto (the "**Merger Agreement**"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: Merger Sub shall be the surviving corporation in the Merger (the "**Surviving Corporation**"). The name of the Surviving Corporation will be The Big Know, Inc.

FOURTH: The Certificate of Incorporation of Merger Sub as in effect immediately prior to the Merger shall be amended and restated in its entirety to read as set forth in Exhibit A hereto, and, as so amended and restated, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation located at:

The Big Know, Inc.
123 North 3rd Street
Suite 605
Minneapolis, Minnesota 5540

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Merger Sub has caused this Certificate of Merger to be duly executed by an authorized officer on this 31st day of December 2020.

GNOME ACQUISITION CORPORATION, INC.

DocuSigned by:

Christopher J. Nicholson

By: _____
8F8508AEF4AA40D

Name: Chris Nicholson

Title: President

EXHIBIT A

Amended and Restated Certificate of Incorporation

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE BIG KNOW, INC.**

FIRST: The name of this corporation is The Big Know, Inc. (the “**Corporation**”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1012 College Road, Suite 201, City of Dover, County of Kent, 19904. The name of the registered agent at such address is Telos Legal Corp.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated “Common Stock,” with a par value of \$0.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is 1,000.

FIFTH: Subject to any additional vote required by the Bylaws of the Corporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

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

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, 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. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth 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 as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of

stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law.