

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM756059

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	05/31/2022
<b>RESUBMIT DOCUMENT ID:</b>	900707536

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Smartpros, LLC		05/31/2022	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	DF Institute, LLC
<b>Street Address:</b>	1515 West Cypress Creek Road
<b>City:</b>	Fort Lauderdale
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33309
<b>Entity Type:</b>	Limited Liability Company: ILLINOIS

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	2973179	CPAR
<b>Registration Number:</b>	2973178	FMN

## CORRESPONDENCE DATA

## Fax Number:

*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.*

Email: apomonis@kaplan.edu

Correspondent Name: Ashley Pomonis

Address Line 1: 1515 West Cypress Creek Road

Address Line 4: Fort Lauderdale, FLORIDA 33309

<b>NAME OF SUBMITTER:</b>	Ashley Pomonis
<b>SIGNATURE:</b>	/Ashley Pomonis/
<b>DATE SIGNED:</b>	09/19/2022

## Total Attachments: 9

source=2022-06-09 Smartpros Merger into DFI (IL)\_Filed#page1.tif

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Form **LLC-37.25**  
July 2018

Secretary of State  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62756  
217-524-8008  
ilsos.gov

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.


Illinois  
Limited Liability Company Act

Articles of Merger

**SUBMIT IN DUPLICATE**

Type or print clearly.

Filing Fee: \$ 100.00  
(Filing fee \$100 plus \$50 each entity more than two)

Approved: 

FILE # 04168917

This space for use by Secretary of State.

**FILED**

JUN 09 2022

JESSE WHITE  
SECRETARY OF STATE

1. Names of the organizations proposing to merge:

Name of Entity	Form Type (Corporation, Limited Liability Company, Limited Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>DF Institute, LLC</u>	<u>LLC</u>	<u>IL</u>	<u>12/31/2012</u>	<u>04168917</u>
<u>Smartpros, LLC</u>	<u>LLC</u>	<u>DE</u>		

2. A copy of that portion of the plan as approved that contains the name and form of each constituent organization and the surviving organization must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: DF Institute, LLC

b. File Number assigned by the Illinois Secretary of State (if any): 04168917

c. Jurisdiction: Illinois

4. The surviving organization: (Optional. Check one.)

- is a limited liability company created by this merger. Articles of Organization are included with this filing.
- is another organization type created by this merger. The organizational document is included with this filing.
- pre-exists this merger. Any amendment to the organizational document provided for in the plan of merger is included with this filing.

5. Effective date of the merger: (Check one.)

- The merger is effective upon filing with the Secretary of State.
- The surviving organization is a limited liability company created by the merger. If applicable, the Articles of Organization have a post-effective date: \_\_\_\_\_  
Month, Day, Year
- The surviving organization is not a limited liability company. If applicable, its governing Statute allows and the plan provides for a post-effective date: \_\_\_\_\_  
Month, Day, Year

LLC-37.25

6. If the surviving organization is a foreign organization not registered to do business in this state, the Secretary of State is its agent for service of process. Street and mailing addresses of the office to which a copy of any process against the company served on the Secretary of State may be mailed:

Number	Street	Suite (PO Box alone is not acceptable.)
City	State	ZIP

7. Additional information required to be included by the governing statutes of any of the parties to this merger:

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8. The plan of merger has been approved by each constituent organization. Each constituent organization, in accordance with its governing statute, having the authority to sign hereto, affirms under penalty of perjury that these Articles of Merger are true, correct and complete.

Dated May 31, 2022  
Month & Day Year

1. Ashley Pomonis  
Signature  
Ashley Pomonis Manager  
Name and Title (type or print)  
DF Institute, LLC  
Name of Entity

2. Ashley Pomonis  
Signature  
Ashley Pomonis Manager  
Name and Title (type or print)  
Smartpros, LLC  
Name of Entity

3. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name of Entity

4. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name of Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.**

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER**, dated as of May 31, 2022 (the "Agreement"), is by and between DF Institute, LLC, an Illinois limited liability company (the "**Parent**"), and Smartpros, LLC, a Delaware limited liability company (the "**Subsidiary**").

WHEREAS, the sole member of the Parent and the sole member of the Subsidiary deem it in the best interests that the Parent and the Subsidiary enter into this Agreement pursuant to which the Subsidiary shall merge with and into the Parent, with the Parent being the surviving company of the merger.

**NOW, THEREFORE**, in consideration of the mutual agreements contained herein, the parties agree as follows:

### **1. The Merger.**

1.1 Surviving Entity. Upon the time of filing (the "**Effective Time**") of a Certificate of Merger with the Secretary of State of the State of Illinois and the simultaneous filing of a Certificate of Merger with the Secretary of State of the State of Delaware:

(a) the Subsidiary shall be merged with and into the Parent (the "**Merger**") in accordance with the Limited Liability Company Act of the State of Illinois and the Limited Liability Company Act of the State of Delaware,

(b) the Parent shall be the surviving company of the Merger (hereinafter sometimes called the ("**Surviving LLC**"),

(c) the identity, existence, rights, privileges, powers, properties and assets of the Parent shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC, and

(d) the identity and separate existence of the Subsidiary shall cease, and all of the rights, privileges, powers, properties and assets of the Subsidiary shall be vested in the Surviving LLC.

1.2 Operating Agreement, Members and Managers. From and after the Effective Time until as amended as provided by law, the Operating Agreement of the Parent shall be the Operating Agreement of the Surviving LLC, and the managers of the Parent in office immediately prior to the Effective Time shall become the managers of the Surviving LLC as of the Effective Time.

1.3 Membership Interest Conversion. At the Effective Time each membership interest in the Subsidiary outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Subsidiary or the Parent, be canceled; and all membership interests in the Parent outstanding prior to the Merger shall remain outstanding membership interests in the Surviving LLC following the Merger.

1.4 Additional Actions. If, at any time after the Effective Time, the Surviving LLC shall believe or be advised that any further assignments or assurances in law or any other

acts are necessary or desirable to vest, perfect or confirm, of record or otherwise, the Surviving LLC's right, title or interest in, to or under any of the rights, properties or assets of the Subsidiary acquired or to be acquired as a result of the Merger or otherwise to carry out the purposes of this Agreement, Subsidiary and its proper officers shall be deemed to have granted to the Surviving LLC an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to undertake all acts necessary or proper to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving LLC or otherwise to carry out the purposes of this Agreement; and the proper officers of the surviving company are fully authorized in the name of the Subsidiary or otherwise to take any and all such action.

## 2. General.

2.1 Amendment and Modification. Parent and Subsidiary may by written agreement amend this Agreement at any time prior to the filing of the Articles of Merger with the Illinois Secretary of State and the Articles of Merger with the Delaware Secretary of State, provided that an amendment made subsequent to the adoption of this Agreement by the sole member of the Subsidiary and sole member of the Parent shall not alter or change (a) the amount or kind of membership interest, securities, cash, property and/or rights to be received in exchange for the membership interest of the Subsidiary or the Parent, (b) any term of the LLC Agreement of the Surviving LLC, or (c) any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holder of any membership interests of the Subsidiary or the Parent.

2.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois.

2.3 Counterparts. This Agreement may be executed in two counterparts, each of which shall be deemed an original, but both of which together shall constitute one and the same instrument.

2.4 Interpretation; Definitions. The article and section headings contained in this Agreement are solely for the purpose of reference, are not part of the agreement of the parties and shall not in any way affect the meaning or interpretation of this Agreement.

2.5 Entire Agreement. This Agreement, including the documents and instruments referred to herein, embodies the entire agreement and understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, representations, warranties, covenants or undertakings other than those expressly set forth or referred to herein. This Agreement supersedes all prior agreements and understandings among the parties hereto with respect to such subject matter.

[Remainder of the page intentionally left blank; signature page follows]

**IN WITNESS WHEREOF**, Parent and Subsidiary have caused this Agreement to be signed by their respective duly authorized officers on the date first above written.

**SMARTPROS, LLC**

By: Ashley Pomonis  
Name: Ashley Pomonis  
Title: Assistant Secretary/Manager

**DF INSTITUTE, LLC.**

By: Ashley Pomonis  
Name: Ashley Pomonis  
Title: Assistant Secretary/Manager

# Delaware

The First State

Page 1

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:

"SMARTPROS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "DF INSTITUTE, LLC" UNDER THE NAME OF "DF INSTITUTE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2022, AT 11:40 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

6825809 8100M  
SR# 20222491110

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

Authentication: 203603143  
Date: 06-06-22

**TRADEMARK**  
**REEL: 007801 FRAME: 0042**



**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is \_\_\_\_\_  
DF Institute, LLC \_\_\_\_\_, a Foreign Limited Liability Company.

**Second:** The jurisdiction in which this Limited Liability Company was formed is  
Illinois \_\_\_\_\_.

**Third:** The name of the Limited Liability Company being merged into the Limited  
Liability Company is Smartpros, LLC \_\_\_\_\_  
\_\_\_\_\_, a Delaware Limited Liability Company.

**Fourth:** The agreement of merger or consolidation has been approved and executed by  
each of the business entities which is to merge or consolidate.

**Fifth:** The name of the surviving foreign Limited Liability Company is  
DF Institute, LLC \_\_\_\_\_.

**Sixth:** An agreement of merger or consolidation is on file at a place of business of the  
surviving foreign limited Liability Company and the address thereof is  
1515 West Cypress Creek Road, Fort Lauderdale, Florida 33309 \_\_\_\_\_.

**Seventh:** A copy of the agreement of merger or consolidation will be furnished by the  
surviving foreign limited liability company, on request and without cost, to any member  
of any domestic limited liability company or any person holding an interest in any other  
business entity which is to merge or consolidate.

**Eighth:** The surviving foreign Limited Liability Company agrees that it may be served  
with process in the State of Delaware in any action, suit or proceeding for the  
enforcement of any obligation of any domestic limited liability company which is to  
merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept  
service of process in any such action, suit or proceeding and the address to which a copy  
of such process shall be mailed to by the Secretary of State is \_\_\_\_\_  
1515 West Cypress Creek Road, Fort Lauderdale, Florida 33309 \_\_\_\_\_.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by its authorized person, this 31st day of May, A.D., 2022.

By: Ashley Pomonis  
Authorized Person

Name: Ashley Pomonis  
Print or type



# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE-Secretary of State

04168917

JUNE 10, 2022

C T CORPORATION SYSTEM  
208 SO LASALLE ST, SUITE 814  
CHICAGO, IL 60604-1101

RE DF INSTITUTE, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE LIMITED LIABILITY COMPANY HAVE BEEN PLACED  
ON FILE.

SINCERELY YOURS,

JESSE WHITE  
ILLINOIS SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY DIVISION  
217-524-8008