

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI2014

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gro Solutions, Inc.		12/31/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Company Name:	Q2 Software, Inc.		
Street Address:	10355 Pecan Park Boulevard		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78729		
Entity Type:	Corporation: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5363723	GRO	
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:	404-504-7676		
Email:	amurphy@mmlaw.com		
Correspondent Name:	Ashley Murphy		
Address Line 1:	1600 Atlanta Financial Center		
Address Line 2:	3343 Peachtree Road, NE		
Address Line 4:	Atlanta, GEORGIA 30326		
NAME OF SUBMITTER:	ASHLEY MURPHY		
SIGNATURE:	ASHLEY MURPHY		
DATE SIGNED:	02/05/2024		
Total Attachments: 4			
source=Q2 Software Cert. of Merger#page1.tif			
source=Q2 Software Cert. of Merger#page2.tif			
source=Q2 Software Cert. of Merger#page3.tif			
source=Q2 Software Cert. of Merger#page4.tif			

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Delaware

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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 OWNERSHIP, WHICH MERGES:

"GRO SOLUTIONS INC.", A DELAWARE CORPORATION,

WITH AND INTO "Q2 SOFTWARE, INC." UNDER THE NAME OF "Q2 SOFTWARE, 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 2:32 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

3847494 8100M
SR# 20234198244

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

Authentication: 202561753
Date: 01-10-24

TRADEMARK
REEL: 008337 FRAME: 0268

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GRO SOLUTIONS INC.

WITH AND INTO

Q2 SOFTWARE, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Q2 Software, Inc. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of Gro Solutions Inc., a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 30, 2020 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger shall become effective on December 31, 2020.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer on the 31st day of December 2020.

Q2 SOFTWARE, INC.

DocuSigned by:
By Barry Benton
Name: Barry Benton
Title: General Counsel & Authorized Officer

State of Delaware
Secretary of State

Division of Corporations

Delivered 02:32 PM 12/31/2020

FILED 02:32 PM 12/31/2020

SR 20208811179 - File Number 3847494

TRADEMARK
REEL: 008337 FRAME: 0269

**ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR
OF
Q2 SOFTWARE, INC.**

Under and in accordance with Section 141(f) of the Delaware General Corporation Law (the "**DGCL**") the undersigned, constituting all the sole member of the Board of Directors (the "**Board**") of Q2 Software, Inc., a Delaware corporation (the "**Corporation**"), and being entitled to vote upon the recitals and resolutions set forth on Annex A hereto, does hereby waive notice of time, place or purpose of a meeting of directors and consents that such recitals and resolutions are deemed to be adopted to the same extent and to have the same force and effect as if such recitals and resolutions were adopted by unanimous vote at a special meeting of the Board duly called and held for the purpose of acting upon proposals to adopt such recitals and resolutions.

Dated as of December 30, 2020

DocuSigned by:

R.H. Seate, III, Director

EXHIBIT A

ANNEX A

BOARD RESOLUTIONS

Q2 SOFTWARE, INC. (THE "CORPORATION")

WHEREAS, the Corporation, owns all of the issued and outstanding shares of each class of capital stock of Gro Solutions Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation and shall assume all of the liabilities and obligations of the Subsidiary and succeed to all its assets.

RESOLVED FURTHER, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing.

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

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