

07-12-2002

PATENTS ONLY



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## FOR PATENTS

102153570

Original document or copy thereof.

1. Name of Party(ies) conveying an interest:

GOTO.COM, INC

07/09/02

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

2. Name and Address of Party(ies) receiving an interest:

Name: OVERTURE SERVICES, INC.  
 Internal Address: 3<sup>rd</sup> Floor  
 Street Address: 74 N. Pasadena Avenue  
 City: Pasadena  
 State/Zip: CA 91103

Additional name(s) and addresses attached?

☐ Yes ☒ No

3. Description of the interest conveyed:

☐ Assignment ☐ Change of Name Other:☐ Security Agreement ☒ MergerExecution Date: October 2, 20014. Application number(s) or patent number(s). Additional sheet attached? ☐ Yes ☒ No

If this document is being filed together with a new application, the execution date of the application

Date

A. Patent Application No.(s)

09/872,737

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

BRINKS HOFER GILSON & LIONE  
 Attn: John G. Rauch, Esq.  
 P.O. BOX 10395  
 CHICAGO, IL 60610  
 (312)321-4200

6. Number of applications and patents involved: 1

7. Total fee (37 CFR 3.41)

\$ 40☒ Enclosed☐ Authorized to be charged to Deposit Account No. 23-19258. ☒ Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John G. Rauch, Reg. No. 37,218

Name of Person Signing

Signature

July 3, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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PATENT  
 REEL: 013066 FRAME: 0550

*State of Delaware*  
*Office of the Secretary of State*      PAGE    1

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I, HARRIET SMITH WINDSOR, 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:

"OVERTURE SERVICES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GOTO.COM, INC." UNDER THE NAME OF "OVERTURE SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE EIGHTH DAY OF OCTOBER, A.D. 2001, AT 8 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2796476    8100M

AUTHENTICATION: 1457075

010589207

DATE: 11-20-01

PATENT

REEL: 013066 FRAME: 0551

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
OVERTURE SERVICES, INC.  
INTO  
GOTO.COM, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, GoTo.com, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Overture Services, Inc., a Delaware corporation ("Sub").

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 2<sup>nd</sup> of October, 2001, determined to merge Sub with and into the Corporation on the terms and conditions set forth therein:

**RESOLVED:** That the Corporation merge Sub with and into the Corporation, with the Corporation being the surviving entity in such merger (the "Merger").

**RESOLVED FURTHER:** That the Merger be effective at 8:00 a.m. Eastern Daylight Time on Monday, October 8, 2001.

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the Corporation assume all of the liabilities and obligations of Sub.

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the name of the Corporation be changed to "Overture Services, Inc." and Article I of the Amended and Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

**"ARTICLE I**

The name of the Corporation is Overture Services, Inc."

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the Certificate of Incorporation and the Bylaws of the Corporation in effect immediately prior to the effectiveness of the Merger shall be the Corporation's Certificate of Incorporation and Bylaws, except as to the change of name.

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the directors and officers of the Corporation, as constituted immediately prior to

the effectiveness of the Merger, will be the directors and officers of the Corporation.

**RESOLVED FURTHER:** That the proper officers of the Corporation be, and each hereby is, authorized, empowered and directed, for and on behalf of the Corporation and in its name, to execute and deliver all such agreements, instruments, certificates and other documents, and to take all such further action, as such officers may deem necessary, advisable or appropriate in order to effectuate the intent and purposes of the foregoing resolutions.

**RESOLVED FURTHER:** That all acts and things heretofore taken or done by any officer or other agent of the Corporation on or prior to the date hereof in connection with the transactions contemplated by these resolutions be, and each hereby is, ratified, confirmed, approved and adopted in all respects as acts taken or done on behalf of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Todd Tappin its authorized officer, this 2 day of October, 2001.

GOTO.COM, INC.

By: 

Name: Todd Tappin

Title: Secretary and Chief Financial Officer