

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6062550

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	ADVANCE EDUCATION, INC.	06/28/2019
RECEIVING PARTY DATA		
Name:	COGNIA, INC.	
Street Address:	9115 WESTSIDE PARKWAY	
City:	ALPHARETTA	
State/Country:	GEORGIA	
Postal Code:	30009	
PROPERTY NUMBERS Total: 2		
Property Type	Number	
Patent Number:	8303309	
Patent Number:	8954456	
CORRESPONDENCE DATA		
Fax Number:	(603)625-5650	
<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:	603-628-1461	
Email:	scott.rand@mclane.com	
Correspondent Name:	SCOTT C. RAND	
Address Line 1:	900 ELM STREET	
Address Line 2:	MCLANE MIDDLETON, PROFESSIONAL ASSOCIATION	
Address Line 4:	MANCHESTER, NEW HAMPSHIRE 03101	
ATTORNEY DOCKET NUMBER:	106982	
NAME OF SUBMITTER:	SCOTT C. RAND	
SIGNATURE:	/Scott C. Rand/	
DATE SIGNED:	04/15/2020	
Total Attachments: 6		
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STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

NAME CHANGE

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

ADVANCE EDUCATION, INC.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles in the Office of the Secretary of State on 07/01/2019 changing its name to

Cognia, Inc.
a Domestic Nonprofit Corporation

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **07/03/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCE EDUCATION, INC.
TO BE RENAMED
COGNIA, INC.**

The President & CEO of Advance Education, Inc., to be renamed Cognia, Inc., a nonprofit corporation organized and existing under the laws of the State of Georgia (the "Corporation"), hereby certifies that the Board of Directors of the Corporation did, as of the 28th day of June, 2019, approve and adopt the following Amended and Restated Articles of Incorporation:

FIRST: **Name.** The name of the Corporation is Cognia, Inc.

SECOND: **Perpetual Duration.** The Corporation shall have perpetual duration.

THIRD: **Purposes.** The Corporation is organized and shall be operated exclusively for education purposes. These purposes are as follows:

- A. To advance education quality through accreditation, certification, assessment, research, and professional services.
- B. To enhance and promote student learning through an aligned continuous improvement system by providing state-of-the-art resources, assessments, services, and tools.
- C. To sponsor projects, conduct research, and pursue activities that will advance or improve the quality of education.
- D. To provide leadership at the national and international levels for the continuous improvement of educational quality.
- E. To perform any lawful acts that are necessary and proper in connection with the Bylaws, these Articles of Incorporation, and the laws of Georgia.

In furtherance of the aforesaid purposes, the Corporation may appoint and employ such persons as may be necessary; accept charitable contributions and grants; acquire, hold, and dispose of property, both real and personal; exercise such incidental powers as are reasonable and necessary; and have and exercise all of the powers conferred upon not-for-profit corporations pursuant to the applicable Georgia state law as now in effect or as may hereafter be amended.

FOURTH. **Amendments.** The Articles of Incorporation may be amended only upon the affirmative vote of at least 75% of the Board of Directors. The qualifications and rights of the Directors, including voting rights, shall otherwise be as set forth in the Bylaws of the Corporation.

FIFTH. **Registered Office and Registered Agent.** The address of the registered office of the Corporation is 40 Technology Parkway South, Suite 300, Norcross, Gwinnett County, GA

30092. The name of the registered agent of the Corporation at that address is Corporation Service Company.

SIXTH. Principal Office. The mailing address of the principal office of the Corporation is at 9115 Westside Parkway, Alpharetta, GA 30009.

SEVENTH. Board of Directors. The Board of Directors of the Corporation shall be elected and hold office as set forth in the Bylaws of the Corporation. Except as otherwise provided by law or in the Bylaws of the Corporation, the business of the Corporation shall be managed by and all the powers of the Corporation shall be exercised by the Board of Directors.

EIGHTH. Prohibited Activities. The Corporation shall neither be organized nor operated for pecuniary gain or profit and it shall have no capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation as set forth in the Bylaws of the Corporation for the services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and dissemination of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not to be permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

NINTH. Dissolution. The Corporation may be dissolved only upon the affirmative vote of at least 75% of the Board of Directors. Any such dissolution shall be conducted in accordance with the laws of Georgia, provided that after all liabilities and obligations of the Corporation have been satisfied, all assets shall be distributed for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

TENTH. Members. The Corporation will not have members.

ELEVENTH. Limitation of Director Liability.

- A. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.
- B. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

- C. If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.
- D. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

TWELTH. Indemnification. The Corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the Corporation, to the fullest extent permitted by the Georgia Nonprofit Corporation Code. By resolution of the Board of Directors or in the Bylaws of the Corporation, the Corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the Corporation with respect to activities within the scope of their services to the Corporation. The Corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

THIRTEENTH. The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

[SIGNATURE TO FOLLOW]

IN WITNESS WHEREOF, Advance Education, Inc., to be renamed Cognia, Inc., has caused these Amended and Restated Articles of Incorporation to be executed by its President and CEO as of the date first written above.

SECRETARY OF STATE
CORPORATIONS DIVISION

ADVANCE EDUCATION, INC.

By: Mark A. Elgart
MARK A. ELGART, President & CEO

**CERTIFICATE OF AN OFFICER PURSUANT TO
APPLICABLE PROVISIONS OF
THE GEORGIA NONPROFIT CORPORATION CODE**

Pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, as amended, the undersigned, an officer of ADVANCE EDUCATION, INC., to be renamed COGNIA, INC., hereby certifies to the Secretary of State of Georgia that the Amended and Restated Articles of Incorporation contain no amendment requiring approval by the members or any other person other than the Board of Directors and the Board of Directors has adopted these Amended and Restated Articles of Incorporation.

Notice of the change in the name of the corporation from Advance Education, Inc. to Cognia, Inc. has been or will be published pursuant to O.C.G.A. Section 14-3-1005.1.

The undersigned officer has caused this certificate to be duly executed as of the 28th day of June, 2019.

ADVANCE EDUCATION, INC.

Mark A. Elgart

MARK A. ELGART, President & CEO