

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6545240

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
LOOKSERY, INC.	04/17/2015
RECEIVING PARTY DATA	
Name:	AVATAR ACQUISITION CORP.
Street Address:	121 SOUTH EIGHTH ST
Internal Address:	1600 TCF TOWER
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	16260813
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:	6123736900
Email:	uspto@slwip.com
Correspondent Name:	SCHWEGMAN LUNDBERG & WOESSNER
Address Line 1:	P.O. BOX 2938
Address Line 4:	MINNEAPOLIS, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	4218.058US4
NAME OF SUBMITTER:	MICHELLE RED BEAR
SIGNATURE:	/Michelle Red Bear/
DATE SIGNED:	02/10/2021
Total Attachments: 8	
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RECORDATION FORM COVER SHEET
PATENTS ONLY

Atty Ref/Docket No.: 4218.058US4

Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Looksery, Inc.

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

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: April 17, 2015

2. Name and address of receiving party(ies):

Name: Avatar Acquisition Corp.

Street Address: 1600 TCF Tower, 121 South Eighth St

City: Minneapolis State: MN Zip Code: 55402

Country: United States of America

Additional name(s) & address(es) attached? Yes
 No

4. Application number(s) or patent number(s):

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

A. Patent Application No.(s)

Serial No. 16/260,813

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Gall C. Gotfried

Address:

Schwegman Lundberg & Woessner, P.A.
P.O. Box 2938
Minneapolis, Minnesota 55402

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 0.00

Enclosed

Authorized to be charged to deposit account
19-0743

8. Please charge any additional fees or credit any over payments to our Deposit Account No.: 19-0743

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.

Gall C. Gotfried/Reg. No. 58,333

Name of Person Signing

/Gall C. Gotfried/

Signature

February 10, 2021

Date

Total number of pages including cover sheet: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

PATENT
REEL: 055216 FRAME: 0618

Delaware

PAGE 1

The First State

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:

"AVATAR ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "LOOKSERY, INC." UNDER THE NAME OF "AVATAR ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF APRIL, A.D. 2015, AT 8:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5721587 8100M

150530041




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2302331

DATE: 04-17-15

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

PATENT
REEL: 055240 FRAME: 0608

CERTIFICATE OF MERGER

of

AVATAR ACQUISITION CORP.,
a Delaware corporation

with and into

LOOKSERY, INC.
a Delaware Corporation

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

LOOKSERY, INC. does hereby certify as follows:

FIRST: That the constituent corporation, Avatar Acquisition Corp. ("Merger Sub"), was incorporated pursuant to the Delaware General Corporation Law (the "DGCL") and the constituent corporation, Looksery, Inc. (the "Company") was incorporated pursuant to the DGCL.

SECOND: That an Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), made and entered into as of April 13, 2015, by and among Merger Sub, Avatar Merger Sub II, LLC, the Company, Victor Shaburov as the Stockholders' Agent (as defined in the Merger Agreement) and the other parties thereto, setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(e) of the DGCL.

THIRD: That the Company shall be the surviving corporation after the Merger (the "Surviving Corporation") and the name of the Surviving Corporation shall be "Avatar Acquisition Corp.", a Delaware corporation.

FOURTH: That as of the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation, with such amendments as are effected by the Merger, is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Avatar Acquisition Corp.
c/o Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 17 day of April, 2015.

LOOKSERV, INC.

By: /s/ Victor Shaburov

Name: Victor Shaburov

Title: CEO

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LOOKSERY, INC.

I.

The name of this corporation is AVATAR ACQUISITION CORP. (the "Company").

II.

The address of the Company's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801 and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

The Company is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock which the Company is presently authorized to issue is one thousand (1,000) shares, each having a par value of one-tenth of one cent (\$0.001).

V.

A. The management of the business and the conduct of the affairs of the Company shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Election of Directors

I. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

2. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by the DGCL at the time of such election. During such time or times that the DGCL requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

C. **Removal.** Subject to any limitations imposed by the DGCL, the Board of Directors or any director may be removed from office at any time (1) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors or (2) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the Company, entitled to vote generally at an election of directors. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Company. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Company; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Company required by the DGCL or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Company.

D. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Company. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Company; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Company required by the DGCL or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under the DGCL.

B. To the fullest extent permitted by the DGCL, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which the DGCL permits the Company 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 the DGCL. If the DGCL is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by the DGCL.

C. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

The initial directors of the Board of Directors shall be Craig Menden and Eric Jensen, who shall serve on the Board of Directors until the first annual meeting of the Company or until their successors are elected and qualify. Their mailing address is Avatar Acquisition Corp. c/o Cooley LLP., 3175 Hanover Street, Palo Alto, California 94304.