

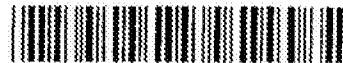
PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6775685

| | | |
|---|----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | |
| NATURE OF CONVEYANCE: | MERGER | |
| EFFECTIVE DATE: | 06/15/2018 | |
| CONVEYING PARTY DATA | | |
| | Name | Execution Date |
| | CAPTENT TARGET, INC. | 06/06/2018 |
| RECEIVING PARTY DATA | | |
| Name: | CAPTENT INC | |
| Street Address: | 2619 LIDSTONE | |
| City: | HOUSTON | |
| State/Country: | TEXAS | |
| Postal Code: | 77023 | |
| PROPERTY NUMBERS Total: 1 | | |
| | Property Type | Number |
| | Application Number: | 16844698 |
| CORRESPONDENCE DATA | | |
| Fax Number: | (972)480-8865 | |
| <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: | 972-480-8800 | |
| Email: | docket@pj-iplaw.com | |
| Correspondent Name: | PARKER JUSTISS, P.C. | |
| Address Line 1: | 14241 DALLAS PARKWAY | |
| Address Line 2: | SUITE 620 | |
| Address Line 4: | DALLAS, TEXAS 75254 | |
| ATTORNEY DOCKET NUMBER: | GMCO-0001C4 | |
| NAME OF SUBMITTER: | GREG H. PARKER | |
| SIGNATURE: | /Greg H. Parker/ | |
| DATE SIGNED: | 06/22/2021 | |
| Total Attachments: 12 | | |
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BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

| | |
|--|--|
| Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada | Document Number 20180270303-66 Filing Date and Time 06/15/2018 8:30 AM Entity Number E0041042017-6 |
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

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Articles of Merger (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Captent Target, Inc.

Name of merging entity

Nevada

Jurisdiction

corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Captent Inc

Name of surviving entity

Nevada

Jurisdiction

corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15

PATENT
REEL: 056625 FRAME: 0080



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:



The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).



The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):



If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State S2A Merger Page 2
Revised: 1-8-15

PATENT
REEL: 056625 FRAME: 0081



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

Captent Target, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Captent Inc

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merge: Page 3
Revised: 1-5-15

PATENT
REEL: 056625 FRAME: 0082



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Articles of Merger
(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 1-5-15

PATENT
REEL: 056625 FRAME: 0083



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 1-5-15

PATENT
REEL: 056625 FRAME: 0084



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Secretary of State
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Carson City, Nevada 89701-4201
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Capient Target, Inc.

Name of merging entity

X

Signature

President

Title

Date

6/6/18

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Capient Inc

Name of surviving entity

X

Signature

President

Title

Date

6/6/18

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
Revised: 1-5-15

PATENT
REEL: 056625 FRAME: 0085

PLAN AND AGREEMENT OF MERGER

BETWEEN

CAPTENT INC
a Nevada corporation

AND

CAPTENT TARGET, INC.
a Nevada corporation

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan of Merger") is entered into between CAPTENT TARGET, INC., a Nevada corporation (the "Non-surviving Corporation") and CAPTENT INC, a Nevada corporation (the "Surviving Corporation"). Under the Plan of Merger, the Non-surviving Corporation will merge into the Surviving Corporation and cease its separate existence.

On completion of the merger, the name of the Surviving Corporation will be CAPTENT INC, a Nevada corporation. It will be domiciled in the State of Nevada.

ARTICLE I

PARTIES TO MERGER

1.01 Non-surviving Corporation. Captent Target, Inc., the Non-surviving Corporation, is a Nevada corporation, the principal place of business of which is 2619 Lidstone, Houston, Texas 77023.

1.02 Surviving Corporation. Captent Inc, the Surviving Corporation, is a Nevada corporation, the principal place of business of which is 2619 Lidstone, Houston, Texas 77023.

ARTICLE II

ALLOCATION OF ASSETS AND LIABILITIES

Except as otherwise provided in this Article, when this Plan of Merger becomes effective, the existence of the Non-surviving Corporation as a distinct entity shall cease. At that time, the Surviving Corporation shall succeed, without other transfer, to all of the rights and property of the Non-surviving Corporation. The Surviving Corporation shall be subject to all the debts and liabilities of the Non-surviving Corporation in the same manner as if the Surviving Corporation had itself incurred the debts and liabilities. All rights of creditors and all liens and encumbrances on the property of the Non-surviving Corporation shall remain in force with respect to property affected by such liens and encumbrances immediately prior to the merger.

ARTICLE III

CONTINUATION OF BUSINESS

The Surviving Corporation will carry on business with the assets of the Non-surviving Corporation as it existed immediately before the merger.

ARTICLE IV

CONVERSION OF SHARES

The stockholders of the Non-surviving Corporation shall surrender their shares as set forth in this Plan of Merger. Gardner Baldwin and Edward Loke are the only stockholders of

both the Non-surviving Corporation and the Surviving Corporation and own both corporations in the same relative proportions. Accordingly, there shall be no change in the ownership of the Surviving Corporation as a result of the merger of the Non-surviving Corporation.

ARTICLE V

ARTICLES OF INCORPORATION AND BYLAWS

5.01. Articles of Incorporation. On completion of the merger, the Surviving Corporation's Articles of Incorporation will continue in full force and effect until amended as provided in the Bylaws of the Surviving Corporation.

5.02. Bylaws. On completion of the merger, the Surviving Corporation shall be governed by the terms of the existing Bylaws of the Surviving Corporation.

ARTICLE VI

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

6.01. Directors. The present Directors of the Surviving Corporation will continue to serve as its Directors in accordance with the terms of the Bylaws.

6.02. Officers. All persons who are presently officers of the Surviving Corporation will continue to serve as its officers in accordance with the terms of the Bylaws.

6.03. Non-surviving Corporation. Any person elected or appointed as an officer, director, attorney-in-fact, or agent of the Non-surviving Corporation or elected or appointed to any other position with the Non-surviving Corporation will cease to serve in such position on the effective date of the merger contemplated by this Plan of Merger.

ARTICLE VII

AUTHORIZATION AND APPROVAL

7.01. Authorization of Plan of Merger. This merger is authorized by the constituent documents of each of the parties to this merger and by the laws of the State of Nevada.

7.02. Approval of Plan of Merger. This Plan of Merger shall be submitted separately to the Non-surviving Corporation and the Surviving Corporation for approval in accordance with their respective organizational documents and the laws of the State of Nevada.

ARTICLE VIII
IMPLEMENTATION AND FILING

8.01. **Certificate of Merger.** Once this Plan of Merger is approved, the Articles of Merger will be executed by the President of the Surviving Corporation and President of the Non-surviving Corporation. The President of the Surviving Corporation shall cause the Articles of Merger to be filed with the Secretary of State of Nevada.

8.02. **Effective Time.** The effective time of this merger will be the date the Articles of Merger are filed with the Nevada Secretary of State.

ARTICLE IX
ABANDONMENT

9.01. **Abandonment.** This Plan of Merger may be abandoned at any time prior to the effective time of the merger, even if the Plan has been approved by the parties. The abandonment must take place by the mutual consent of the Non-surviving Corporation and the Surviving Corporation in accordance with their respective constituent documents and the laws of the State of Nevada.

9.02. **Articles of Termination.** In the event that the Plan of Merger is abandoned, the parties agree to prepare and file with the Secretary of State any Articles of Termination that may be required.

ARTICLE X
ENFORCEMENT AND INTERPRETATION

10.01. **Execution of Documents.** The Non-surviving Corporation agrees that, when requested by the Surviving Corporation or by its successors or assignees, it will execute and deliver any deeds or other instruments necessary to consummate this Plan of Merger. The Non-surviving Corporation further agrees to take any further actions, assignments, or assurances that may be necessary to vest, perfect, and confirm title in the Surviving Corporation of all the property, rights, privileges, and powers referred to in this Plan.

10.02. **Notices.** Any notices or other communications required or permitted by the Plan must be given in writing by United States mail, postage prepaid and by certified or registered mail, return receipt requested. To be valid, the notices must be addressed to the Non-surviving Corporation and to the Surviving Corporation as follows:

Surviving Corporation:

Captent Inc
Attn: Gardner Baldwin
2619 Lidstone
Houston, Texas 77023

Non-surviving Corporations:

Captent Target, Inc.
Attn: Gardner Baldwin
2619 Lidstone
Houston, Texas 77023

10.03. **Entire Agreement**. This instrument and its exhibits contain the entire Plan of Merger agreed to by the parties.

10.04. **Construction**. The validity, interpretation, and performance of this Plan of Merger shall be controlled by and construed under the laws of the State of Nevada.

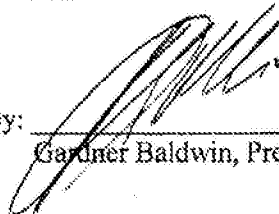
10.05. **"Type F" Corporate Reorganization**. The parties agree and intend that that the merger of the Non-surviving Corporation into the Surviving Corporation will qualify as a tax-free corporate reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger on the dates set forth below.

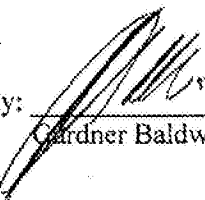
CAPTENT INC

Dated: 6/6, 2018

By: 
Gardner Baldwin, President

CAPTENT TARGET, INC.

Dated: 6/6, 2018

By: 
Gardner Baldwin, President