

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7639191

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/22/2022
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Execution Date
NETMOTION SOFTWARE, INC.	06/22/2022
NETMOTION WIRELESS HOLDINGS, INC.	06/22/2022

RECEIVING PARTY DATA

Name:	NETMOTION WIRELESS HOLDINGS, INC.
Street Address:	701 N. 34TH STREET
Internal Address:	SUITE 250
City:	SEATTLE
State/Country:	WASHINGTON
Postal Code:	98103

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	17230409

CORRESPONDENCE DATA

Fax Number: (703)716-1180

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.

Phone: 7037161191

Email: gbpatent@gbpatent.com

Correspondent Name: GREENBLUM & BERNSTEIN, P.L.C.

Address Line 1: 1950 ROLAND CLARKE PLACE

Address Line 4: RESTON, VIRGINIA 20191

ATTORNEY DOCKET NUMBER:	P62528
NAME OF SUBMITTER:	ROBERT W. MUELLER
SIGNATURE:	/Robert W. Mueller/
DATE SIGNED:	11/10/2022

Total Attachments: 3

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

NETMOTION SOFTWARE, INC.
a Washington corporation

WITH AND INTO

NETMOTION WIRELESS HOLDINGS, INC.
a Delaware corporation

(Pursuant to Section 253 of the Delaware General Corporation Law)

NetMotion Wireless Holdings, Inc., a Delaware corporation (the “*Company*”), does hereby certify:

FIRST: The Company was originally incorporated pursuant to the Delaware General Corporation Law (the “*DGCL*”) on June 8, 2006 under the name NetMotion Wireless Holdings, Inc.

SECOND: That the Company owns 100% of the outstanding shares of each class of the capital stock of NetMotion Software, Inc., a Washington corporation incorporated on March 22, 2001 under the name NetMotion Wireless II, Inc. (the “*Subsidiary*”).

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on June 22, 2022, determined to merge the Subsidiary into itself on the conditions set forth in such resolutions:

WHEREAS, the Company owns one hundred percent of the equity interests of NetMotion Software, Inc., a Washington corporation (the “*Subsidiary*”), and the Board has determined it to be in the best interests of the Company and its stockholders to merge the Subsidiary with and into the Company in a statutory short form merger pursuant to the provisions of Section 253 of the DGCL and RCW Section 23B.11.040 of the Washington Business Corporation Act, in which the Company will be the surviving corporation of such merger; and

WHEREAS, the Merger (as defined below) shall be effected in connection with similar transactions, forming a larger reorganization, pursuant to the Structure Overview previously adopted and approved by the Board in substantially the form attached hereto as **EXHIBIT A**.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Company, with the separate existence of the Subsidiary ceasing and the Company being the surviving corporation (the “*Merger*”);

RESOLVED FURTHER, that each outstanding share of the Subsidiary’s capital stock immediately prior to the Effective Time (as defined below) shall be cancelled without consideration;

RESOLVED FURTHER, that all the property, rights, privileges, powers and franchises of the Subsidiary will vest in the Company as the surviving corporation upon

consummation of the Merger, and all debts, liabilities and duties of the Subsidiary will become the debts, liabilities and duties of the Company as the surviving corporation upon consummation of the Merger;

RESOLVED FURTHER, that the Merger is hereby determined to be fair to, and in the best interests of, the Company and its sole stockholder;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to cause the Company to execute, deliver and file with the Delaware Secretary of State a Certificate of Ownership and Merger in substantially the form attached hereto as **EXHIBIT B** (the "*Certificate of Ownership and Merger*"), with respect to the Merger, and to execute, deliver and file such additional documents or perform such acts as any of such officers deems necessary or appropriate to carry out the Merger;

RESOLVED FURTHER, that the time when the Merger shall become effective pursuant to the terms and conditions set forth in these resolutions and in the Certificate of Ownership and Merger shall be the time that the Certificate of Ownership and Merger is accepted by the Secretary of State of the State of Delaware (the "*Effective Time*"); and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to make such filings and applications, to execute and deliver such documents, instruments and certificates, and to do such acts and things as any of such officers deems necessary or appropriate in order to implement the foregoing resolutions.

FOURTH: The Company shall be the surviving corporation.

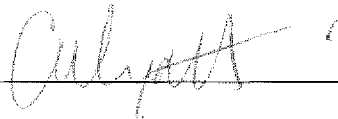
FIFTH: The name of the surviving corporation shall be NetMotion Wireless Holdings, Inc.

SIXTH: The Amended and Restated Certificate of Incorporation of the Company, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the surviving corporation until amended in accordance with applicable law.

SEVENTH: The Merger shall become effective on the date of filing of this Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed and acknowledged by the authorized officer set forth below on June 22, 2022.

NETMOTION WIRELESS HOLDINGS, INC.
a Delaware corporation

By:  _____

Name: Christy Wyatt

Title: President & Chief Executive Officer

[Signature Page to Certificate of Ownership and Merger]