

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7818617

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	07/14/2021
CONVEYING PARTY DATA	
Name	Execution Date
ZIPWHIP, INC.	07/14/2021
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ZEUS MERGER SUB II, LLC	07/14/2021
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ZIPWHIP, LLC
Street Address:	101 SPEAR STREET
Internal Address:	FIRST FLOOR
City:	SAN FRANCISCO
State/Country:	CALIFORNIA
Postal Code:	94105
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	17357752
CORRESPONDENCE DATA	
Fax Number:	(973)597-2400
<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>	
Email:	dandreev@lowenstein.com , ahaus@lowenstein.com
Correspondent Name:	LOWENSTEIN SANDLER LLP
Address Line 1:	ONE LOWENSTEIN DR
Address Line 4:	ROSELAND, NEW JERSEY 07068
ATTORNEY DOCKET NUMBER:	39871-0050 L0050
NAME OF SUBMITTER:	DMITRY ANDREEV
SIGNATURE:	/Dmitry Andreev/
DATE SIGNED:	02/28/2023
Total Attachments: 12	

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Delaware

The First State

Page 1

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 FORMATION OF "ZEUS MERGER SUB II,
LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MAY, A.D.
2021, AT 1:18 O`CLOCK P.M.



5906521 8100
SR# 20211763827

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203197947
Date: 05-13-21

PATENT
REEL: 062822 FRAME: 0299

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:18 PM 05/13/2021
FILED 01:18 PM 05/13/2021
SR 20211763827 - File Number 5918084

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION**

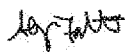
The undersigned, being authorized to execute and file this Certificate of Formation, hereby certifies that:

First: The name of the limited liability company is Zeus Merger Sub II, LLC.

Second: The address of its registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on this 13th day of May, 2021.

By: 
Aleyce Fontenot
Authorized Person

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Page 1

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:

"ZEUS MERGER SUB I, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ZIPWHIP, INC." UNDER THE NAME OF "ZIPWHIP,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON
THE FOURTEENTH DAY OF JULY, A.D. 2021, AT 8:07 O`CLOCK A.M.



4430190 8100M
SR# 20212698330

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203667818
Date: 07-14-21

PATENT
REEL: 062822 FRAME: 0301

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:07 AM 07/14/2021
FILED 08:07 AM 07/14/2021
SR 20212698330 - File Number 4430190

CERTIFICATE OF MERGER
of
ZEUS MERGER SUB I, INC.
a Delaware corporation
with and into
ZIPWHIP, INC.
a Delaware corporation

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

Zipwhip, Inc. does hereby certify as follows:

FIRST: That the constituent corporation Zeus Merger Sub I, Inc. ("*Merger Sub I*") was incorporated pursuant to the Delaware General Corporation Law (the "*DGCL*") and the constituent corporation Zipwhip, Inc. (the "*Company*") was incorporated pursuant to the DGCL.

SECOND: That an Agreement and Plan of Reorganization (the "*Merger Agreement*"), made and entered into as of May 16, 2021, by and among Merger Sub I, the Company, and the other parties thereto, setting forth the terms and conditions of the merger of Merger Sub I with and into the Company (the "*Merger*"), has been approved, adopted, executed, and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) 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 "Zipwhip, Inc.", 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, as 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:

Zipwhip, Inc.
300 Elliott Ave W #500
Seattle, WA 98119

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.

* * * * *

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed in its corporate name as of this 14th day of July, 2021.

ZIPWHIP, INC.

By: John Lauer
Name: John Lauer
Title: Chief Executive Officer

[Signature Page to First Certificate of Merger]

EXHIBIT A
**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ZIPWHIP, INC.**

ARTICLE I

The name of the corporation is Zipwhip, Inc. (the "*Corporation*").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808 or in such other location as the Board of Directors may from time to time determine or the business of the Corporation may require. The name of the registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE III

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

ARTICLE IV

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

ARTICLE V

The management of the business and the conduct of the affairs of the Corporation 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.

The Board of Directors is expressly empowered to adopt, amend, or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend, or repeal the Bylaws of the Corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law 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 Corporation entitled to vote generally in the election of directors, voting together as a single class.

Unless and except to the extent that the Bylaws of this Corporation shall so require, the election of directors of this Corporation need not be by written ballot.

ARTICLE VI

1. Right to Indemnification of Directors and Officers. This Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "*Indemnified Person*") who was or is made or is threatened to be

made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "***Proceeding***"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Paragraph 3 of this Article VI, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article VI or otherwise.
3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article VI is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Party may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.
4. Non-Exclusivity of Rights. The rights conferred on any person by this Article VI shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this certificate of incorporation, the bylaws, agreement, vote of stockholders or disinterested directors or otherwise.
5. Insurance. The Board may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification or directors, officers and employees under the provisions of this Article VI; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VI.
6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ARTICLE VII

The Corporation 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.

Delaware

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Page 1

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:

"ZIPWHIP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ZEUS MERGER SUB II, LLC" UNDER THE NAME OF
"ZEUS MERGER SUB II, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY,
A.D. 2021, AT 8:19 O`CLOCK A.M.



5906521 8100M
SR# 20212698405

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203667929
Date: 07-14-21

PATENT
REEL: 062822 FRAME: 0307

**CERTIFICATE OF MERGER
FOR THE MERGER OF
ZIPWHIP, INC.
WITH AND INTO
ZEUS MERGER SUB II, LLC**

July 14, 2021

Pursuant to Section 264(c) of the
General Corporation Law of the State of Delaware
and Section 18-209 of the Delaware Limited Liability Company Act

Zeus Merger Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Twilio Inc., a Delaware corporation ("**Acquirer**" and, such subsidiary, "**Merger Sub II**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Zipwhip, Inc., a Delaware corporation (the "**Company**"), with and into Merger Sub II, with Merger Sub II surviving and remaining a direct wholly owned subsidiary of Acquirer (the "**Surviving Entity**");

- FIRST:** The constituent business entities participating in the Merger herein certified are (i) the Company, a corporation, which is incorporated under the laws of the State of Delaware, and (ii) Merger Sub II, a limited liability company, which is organized under the laws of the State of Delaware.
- SECOND:** An Agreement and Plan of Merger and Reorganization (as amended from time to time in accordance with its terms, the "**Merger Agreement**"), has been approved and executed by Merger Sub II, the Company and the other parties thereto in accordance with the provisions of § 18-209(b) of the Delaware Limited Liability Company Act and in accordance with the provisions of §§ 228 and 264(c) of the Delaware General Corporation Law.
- THIRD:** Pursuant to § 18-209(c)(4) of the Delaware Limited Liability Company Act, the first paragraph of the Certificate of Formation, relating to the name of Merger Sub II, is hereby amended to read in its entirety as follows: "The name of the limited liability company is Zipwhip, LLC." The Certificate of Formation of Merger Sub II, as amended by the immediately preceding sentence, shall continue to be the Certificate of Formation of the Surviving Entity until amended or changed pursuant to the provisions of the Delaware Limited Liability Company Act.
- FOURTH:** Pursuant to § 18-209(f)(1) of the Delaware Limited Liability Company Act, Section 1 of the limited liability company agreement of Merger Sub II, relating to the name of Merger Sub II, is hereby amended to read in its entirety as follows: "The name of the limited liability company is Zipwhip, LLC (the "**LLC**")." The limited liability company agreement of Merger Sub II, as amended by the immediately preceding sentence, shall continue to be the limited liability company agreement of the Surviving Entity until amended or changed pursuant to the provisions of the Delaware Limited Liability Company Act.
- FIFTH:** The name of the Surviving Entity in the Merger herein certified is Zeus Merger Sub II, LLC, which shall continue its existence as said surviving limited liability company under the name "Zipwhip, LLC" upon the effective date of the Merger, pursuant to the provisions of the Delaware Limited Liability Company Act.

- SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Entity, 101 Spear Street, First Floor, San Francisco, CA 94105.
- SEVENTH: A copy of the executed Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of Merger Sub II or any stockholder of the Company.
- EIGHTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Merger Sub II has caused this Certificate of Merger to be executed by its duly authorized person as of the date first above written.

ZEUS MERGER SUB II, LLC

By: Bryan Warner
Name: Bryan Warner
Title: Secretary

[SIGNATURE PAGE TO SECOND CERTIFICATE OF MERGER]

RECORDED: 02/28/2023

PATENT
REEL: 062822 FRAME: 0310