

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT8362083

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2023

CONVEYING PARTY DATA

Name	Execution Date
WAYIN, INC.	12/29/2023

RECEIVING PARTY DATA

Name:	MARIGOLD USA, INC.
Street Address:	72 WEST ADAMS STREET, 8TH FLOOR
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60603

PROPERTY NUMBERS Total: 2

Property Type	Number
Patent Number:	8840474
Patent Number:	9733698

CORRESPONDENCE DATA

Fax Number: (646)219-3046

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: 212 373 2594

Email: rlyne@paulweiss.com, KShmorhun@paulweiss.com,
mmcguire@paulweiss.com

Correspondent Name: REBECCA B. LYNE

Address Line 1: 1285 AVENUE OF THE AMERICAS

Address Line 2: PAUL WEISS RIFKIND WHARTON & GARRISON LLP

Address Line 4: NEW YORK, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	023431-00009
NAME OF SUBMITTER:	REBECCA B. LYNE
SIGNATURE:	/Rebecca Lyne/
DATE SIGNED:	01/04/2024
	This document serves as an Oath/Declaration (37 CFR 1.63).

Total Attachments: 7

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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 OWNERSHIP, WHICH MERGES:

"WAYIN, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MARIGOLD USA, INC." UNDER THE NAME OF "MARIGOLD USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2023, AT 8 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

882940 8100M
SR# 20234365020

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

Authentication: 204936230
Date: 12-29-23

PATENT
REEL: 066015 FRAME: 0229

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WAYIN, INC.
(a Delaware corporation)

WITH AND INTO

MARIGOLD USA, INC.
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law (the “DGCL”) Marigold USA, Inc., a Delaware corporation (the “Company”), hereby certifies to the following information relating to the merger (the “Merger”) of Wayin, Inc., a Delaware corporation (the “Subsidiary”) with and into the Company with the Company surviving the Merger:

FIRST: The Company owns 100% of the issued and outstanding shares of each class of capital stock of the Subsidiary.

SECOND: The Board of Directors of the Company, by resolutions duly adopted by unanimous written consent on December 29, 2023, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL. A true and correct copy of the resolutions is annexed as Exhibit A. The resolutions have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

THIRD: That the corporation surviving the merger is Marigold USA, Inc., a Delaware corporation (the “Surviving Corporation”).

FOURTH: That the certificate of incorporation of the Company, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: That this Certificate of Ownership and Merger and the Merger herein certified shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

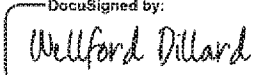
State of Delaware
Secretary of State
Division of Corporations
Delivered 06:58 AM 12/29/2023
FILED 08:00 AM 12/29/2023

PATENT

REEL: 066015 FRAME: 0230

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer on this 29th day of December, 2023.

Marigold USA, Inc.

DocuSigned by:

By: 8D88937BEFE540A...
Name: Wellford Dillard
Title: Chief Executive Officer

[Signature Page to Certificate of Merger (Marigold USA, Inc. / Wayin, Inc.)]

Exhibit A

Written Consent

(See attached.)

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MARIGOLD USA, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of Marigold USA, Inc., a Delaware corporation (the "Company"), do hereby consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), to the adoption of the following resolutions and that such action be taken without a meeting pursuant to said Section 141(f) of the DGCL:

WHEREAS, the Company owns one hundred percent (100%) of the issued and outstanding shares of each class of capital stock of Wayin, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (the "Subsidiary");

WHEREAS, there has been presented to the Board a certificate of ownership and merger (the "Certificate of Merger"), pursuant to which the Subsidiary will merge with and into the Company in a short form merger pursuant to Section 253 of the DGCL, with the Company continuing as the surviving company under the name Marigold USA, Inc. (the "Merger");

WHEREAS, the Board intends that the Merger be classified as a liquidation described in Section 332 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Board has determined that the Merger is fair to, advisable and in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Company pursuant to Section 253 of the DGCL, so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation; and be it further

RESOLVED, that the Merger is classified as a liquidation described in Section 332 of the Code; and be it further

RESOLVED, that the Merger, including the filing of Certificate of Merger with the Secretary of State of the State of Delaware, is hereby adopted, approved, authorized and ratified in all respects and is made effective as of the date included in the Certificate of Merger; and be it further

RESOLVED, that the President and any other officer of the Company (each, an "Authorized Officer") be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, individually or jointly, to execute and file the Certificate of Merger in the office of the Secretary of State of the State of Delaware; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of each class of capital stock of the Company shall remain unchanged and continue to remain outstanding, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of each class of capital stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and be it further

RESOLVED, that each Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Company, to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required to comply with any securities or corporation law in connection with or in furtherance of the foregoing, and to do all such further acts and things as any such Authorized Officer, in their reasonable discretion upon the advice of the Company's outside legal counsel, deems necessary or appropriate in order to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purpose of the foregoing resolutions; and be it further

RESOLVED, that the execution by any of the Authorized Officers of any document or instrument authorized by these resolutions, or any document or instrument executed in the accomplishment of any action or actions so authorized, is and shall become upon delivery the enforceable and binding act and obligation of this Company, without the necessity of the signature or attestation of any other officer of this Company or the affixing of any corporate seal; and be it further

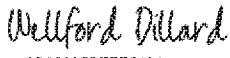
RESOLVED, that any and all acts, transactions, agreements or certificates previously signed on behalf of the Company by any Authorized Officer in connection with the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of this Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of this Board, and that the Authorized Officer of the Company did execute the same; and be it further

RESOLVED, that this Unanimous Written Consent may be executed in any number of counterparts, any of which may be executed and transmitted electronically (including by facsimile, e-mail and other electronic transmission), each of which will be deemed to be an original, and all of which, when taken together, will be deemed to constitute one and the same instrument; and be it further

RESOLVED, that a copy of these resolutions be filed in the minute books of the Company.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date last written below and direct that it be filed with the minutes of proceedings of the Board.

DocuSigned by:

8088937BEFEB40A

Wellford Dillard

December 29, 2023
Date

[Signature Page to Board Consent (Re: Merger of Wayin, Inc. into Marigold USA, Inc.)]