

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM576457

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/10/1995		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smith Micro Software, Inc.		07/10/1995	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Smith Micro Software, Inc.		
Street Address:	5800 Corporate Drive, 5th Floor		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15237		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4410557	NETWISE	
Registration Number:	4411185	MOTION ASSIST	
Registration Number:	2197608	QUICKLINK	
Registration Number:	4535730	NETWISE DIRECTOR	
Registration Number:	4549174	SCATTERSHOW	
Registration Number:	2401655	SMITHMICRO SOFTWARE	
Registration Number:	2415310	SMITH MICRO	
CORRESPONDENCE DATA			
Fax Number:	6504627890		
<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:	650.289.7890		
Email:	mcleand@gtlaw.com, lanej@gtlaw.com, zuluetai@gtlaw.com, gtipmail@gtlaw.com		
Correspondent Name:	Paul A. McLean, Esq., Greenberg Traurig		
Address Line 1:	1900 University Avenue, Fifth Floor		
Address Line 4:	East Palo Alto, CALIFORNIA 94303		
ATTORNEY DOCKET NUMBER:	162726-900112		
NAME OF SUBMITTER:	Paul A. McLean, Esq., Greenberg Traurig		

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SIGNATURE:	/Paul A. McLean/
DATE SIGNED:	05/14/2020
Total Attachments: 10 source=Smith Micro California Merged into SMSI Delaware#page1.tif source=Smith Micro California Merged into SMSI Delaware#page2.tif source=Smith Micro California Merged into SMSI Delaware#page3.tif source=Smith Micro California Merged into SMSI Delaware#page4.tif source=Smith Micro California Merged into SMSI Delaware#page5.tif source=Smith Micro California Merged into SMSI Delaware#page6.tif source=Smith Micro California Merged into SMSI Delaware#page7.tif source=Smith Micro California Merged into SMSI Delaware#page8.tif source=Smith Micro California Merged into SMSI Delaware#page9.tif source=Smith Micro California Merged into SMSI Delaware#page10.tif	

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FILED *WV*
In the office of the Secretary of State
of the State of California

JUL 13 1995

State of Delaware

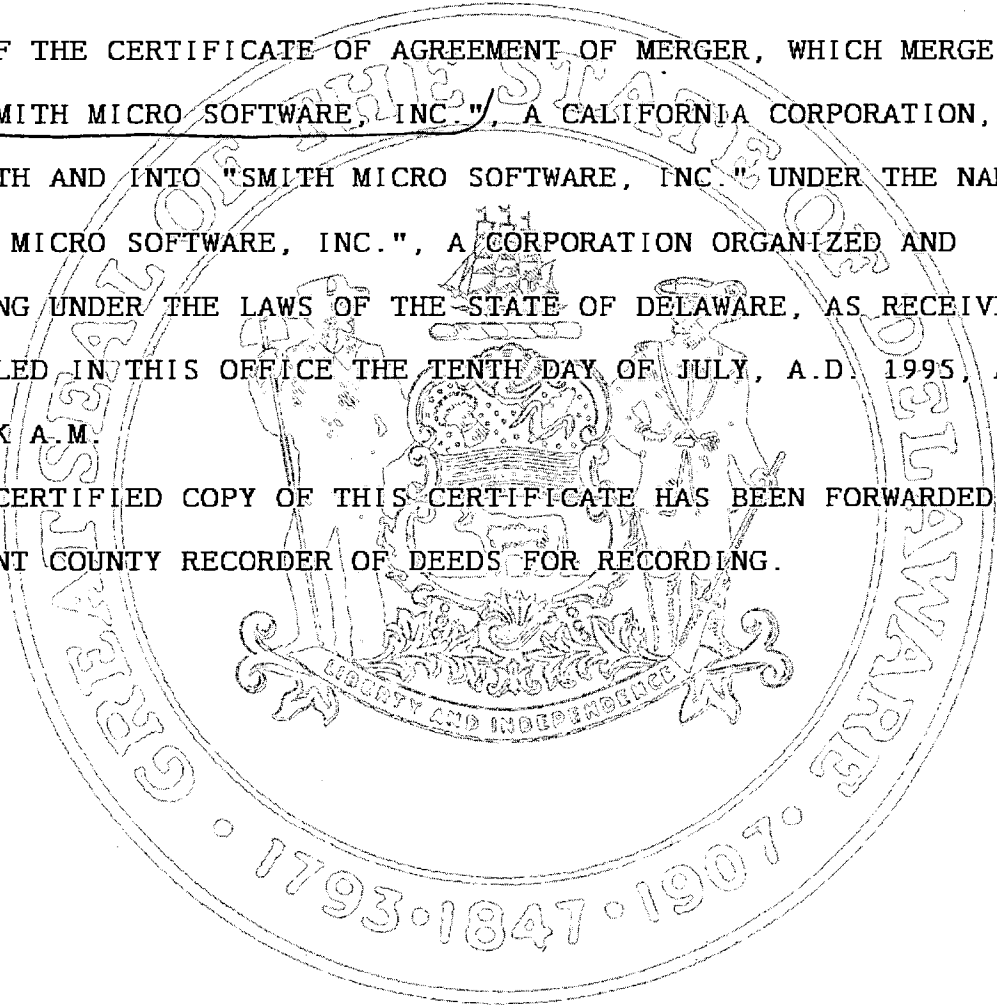
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Office of the Secretary of State PAGE 1

Bill J. Freel
Secretary of State

EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "SMITH MICRO SOFTWARE, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "SMITH MICRO SOFTWARE, INC." UNDER THE NAME OF "SMITH MICRO SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JULY, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7568363

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950153620

TRADEMARK

REEL: 006938 FRAME: 0865

**AGREEMENT AND PLAN OF MERGER
OF SMITH MICRO SOFTWARE, INC.,
A DELAWARE CORPORATION,
AND
SMITH MICRO SOFTWARE, INC.,
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of this 30th day of June, 1995, (the "Agreement") is between Smith Micro Software, Inc., a Delaware corporation ("Smith Micro Delaware") and Smith Micro Software, Inc., a California corporation ("Smith Micro California"). Smith Micro Delaware and Smith Micro California are sometimes referred to herein as the "Constituent Corporations."

R E C I T A L S

A. Smith Micro Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 25,000,000 shares, 20,000,000 of which are designated "Common Stock", par value \$.001 per share, and 5,000,000 of which are designated "Preferred Stock", par value \$.001 per share. As of June 30, 1995, no shares of Common Stock or Preferred Stock were issued and outstanding.

B. Smith Micro California is a corporation duly organized and existing under the laws of the State of California and has authorized capital stock of 12,000,000 shares, 10,000,000 of which are designated "Common Stock," no par value, and 2,000,000 of which are designated "Preferred Stock," par value \$.10 per share. As of June 30, 1995, 5,000 shares of Common Stock were issued and outstanding and no shares of Preferred Stock were issued and outstanding.

C. The Board of Directors of Smith Micro California has determined that, for the purpose of effecting the reincorporation of Smith Micro California in the State of Delaware, it is advisable and in the best interests of Smith Micro California to merge with and into Smith Micro Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Smith Micro Delaware and Smith Micro California have approved this Agreement and have directed, to the extent applicable, that this Agreement be submitted to a vote of their respective stockholders and shareholders, and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Smith Micro Delaware and Smith Micro California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the California General Corporation Law, Smith Micro California shall be merged with and into Smith Micro Delaware (the "Merger"), the separate existence of Smith Micro California shall cease and Smith Micro Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Smith Micro Software, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of Smith Micro California in accordance with the requirements of the California General Corporation Law and the General Corporation Law of the State of Delaware;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the General Corporation Law of the State of Delaware shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed counterpart of the Certificate of Merger, an executed counterpart of this Agreement or any other document filed with the Secretary of State of the State of Delaware pursuant to section (c) above, shall have been filed with the Secretary of State of the State of California.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Smith Micro California shall cease and Smith Micro Delaware, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Smith Micro California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Smith Micro California in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Smith Micro Delaware as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the respective debts, liabilities and obligations of Smith Micro California in the same

manner as if Smith Micro Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Smith Micro Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Smith Micro Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Smith Micro Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Smith Micro California Common Shares. Upon the Effective Date of the Merger, each share of Smith Micro California Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for 2,376 fully paid and nonassessable shares of Common Stock, par value \$.001 per share, of the Surviving Corporation. No fractional share interests of the Surviving Corporation Common Stock shall be issued but shall, instead, be paid in cash by Smith Micro Delaware to the holder of such shares.

3.2 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Smith Micro California Common Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to such holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Smith Micro California Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which such shares of Smith Micro California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to shares of the Surviving Corporation's Common Stock and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Smith Micro California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of Smith Micro Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Smith Micro Delaware that such tax has been paid or is not payable.

IV. GENERAL

4.1 Covenants of Smith Micro Delaware. Smith Micro Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under applicable provisions of the California General Corporation Law.

(b) File any and all documents with the California franchise tax board necessary for the assumption by Smith Micro Delaware of all of the franchise tax liabilities of Smith Micro California.

(c) Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by Smith Micro Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Smith Micro California such deeds and other instruments, and there shall be taken or caused to be taken by each corporation such further and other actions as shall be

appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Smith Micro Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Smith Micro California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Smith Micro Delaware are fully authorized in the name and on behalf of Smith Micro California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of Smith Micro California or Smith Micro Delaware, notwithstanding the approval of this Agreement by the shareholders of Smith Micro California.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of the Constituent Corporations shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 32 Lookerman Square, Suite L-100, Dover, DE 19904 and The Prentice-Hall Corporation System, Inc. is the registered agent of the Surviving Corporation at such address.

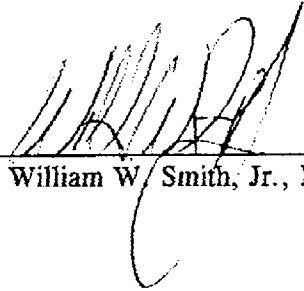
4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 51 Columbia, Aliso Viejo, California 92656 and copies thereof will be furnished to any shareholder or stockholder of the Constituent Corporations, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

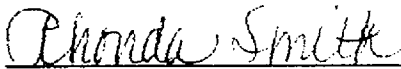
4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Smith Micro Software, Inc., a Delaware Corporation and Smith Micro Software, Inc., a California corporation, is hereby executed on behalf of each such corporation and attested by their respective officers thereunto duly authorized.

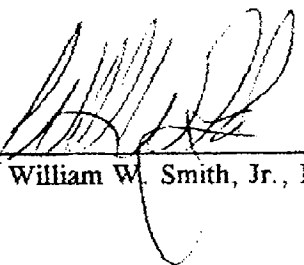
SMITH MICRO SOFTWARE, INC., a
Delaware corporation

By: 
William W. Smith, Jr., President

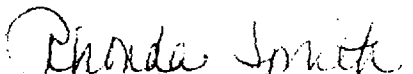
ATTEST:


Rhonda Smith, Secretary

SMITH MICRO SOFTWARE, INC., a
California corporation

By: 
William W. Smith, Jr., President

ATTEST:


Rhonda Smith, Secretary

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6.

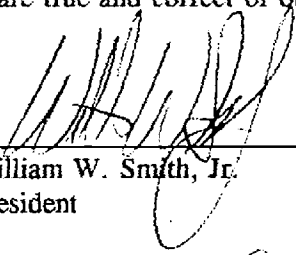
**OFFICERS' CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

William W. Smith, Jr. and Rhonda Smith certify that:


1. They are the President and Secretary, respectively, of Smith Micro Software, Inc., a Delaware corporation.
2. The Agreement and Plan of Merger (the "Merger Agreement") to which this certificate is attached was duly approved by the Board of Directors of the corporation on June 30, 1995.
3. The corporation has two classes of stock, common stock, par value \$.001 per share, and preferred stock, par value \$.001 per share. No shares of common or preferred stock are presently outstanding.
4. The Merger Agreement was adopted by action of the corporation's Board of Directors pursuant to Section 251(f) of the General Corporation Law of the State of Delaware, and no shares of stock of the corporation were issued prior to the adoption by the Board of Directors of the resolution approving the Merger Agreement.

We further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 30, 1995



William W. Smith, Jr.
President



Rhonda Smith
Secretary

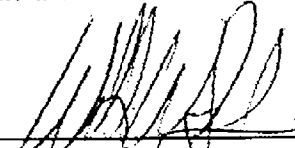
**OFFICERS' CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

William W. Smith, Jr. and Rhonda Smith certify that:

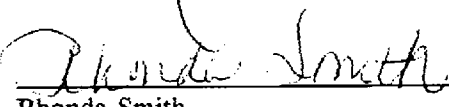
1. They are the President and Secretary, respectively, of Smith Micro Software, Inc., a California corporation.
2. The Agreement and Plan of Merger (the "Merger Agreement") to which this certificate is attached was duly approved by the Board of Directors of the corporation on June 30, 1995.
3. The corporation has two (2) classes of stock, common stock with no par value and preferred stock with \$.10 par value per share. The total number of shares of common stock presently outstanding is 5,000; no shares of preferred stock are presently outstanding. The principal terms of the Merger Agreement to which this certificate is attached were approved by the vote of a number of shares which equaled or exceeded the vote required. The percentage vote required is more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 30, 1995



William W. Smith, Jr.
President



Rhonda Smith
Secretary

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