

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM718154

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ACTIVEAID, LLC		12/31/2021	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	Altimate Medical, Inc.		
Street Address:	262 W. 1st Street		
City:	Morton		
State/Country:	MINNESOTA		
Postal Code:	56270		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2886057	ACTIVEAID	
Registration Number:	1263098	ACTIVEAID	
Registration Number:	1262903	ACTIVEAID	
Registration Number:	0808160	ACTIVEAID	
CORRESPONDENCE DATA			
Fax Number:	6124927077		
<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:	6124927000		
Email:	plarson@fredlaw.com		
Correspondent Name:	Patricia Larson, Sr. Trademark Paralegal		
Address Line 1:	Fredrikson & Byron, P.A.		
Address Line 2:	200 S. Sixth Street, Suite 4000		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Patricia A. Larson		
SIGNATURE:	/Patricia A. Larson/		
DATE SIGNED:	03/31/2022		
Total Attachments: 8			

OP \$115.00 2886057

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**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: ACTIVEAID, LLC
MINNESOTA: ALTIMATE MEDICAL, INC.

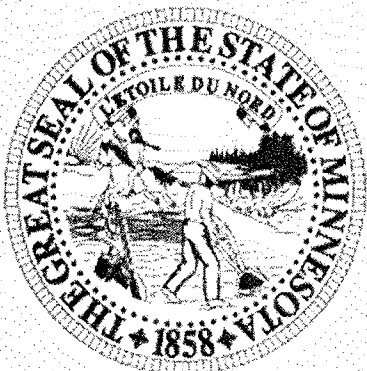
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: ALTIMATE MEDICAL, INC.

Name of Surviving Entity after Effective Date of Merger:

ALTIMATE MEDICAL, INC.

This certificate has been issued on: 12/16/2021



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

TRADEMARK

REEL: 007677 FRAME: 0410



**ARTICLES OF MERGER
OF
ACTIVEAID, LLC,
a Minnesota limited liability company
INTO
ALTIMATE MEDICAL, INC.
a Minnesota corporation**

Pursuant to Section 322C.1004 of the Minnesota Revised Uniform Limited Liability Company Act and Section 302A.621 of the Minnesota Business Corporation Act (the "Act"), the undersigned companies hereby execute the following Articles of Merger:

1. The name and jurisdiction of organization of each constituent entity is:

Name of Merging Company	Jurisdiction	Entity Type
Activeaid, LLC ("Merging Company")	Minnesota	Limited Liability Company
Name of Surviving Company	Jurisdiction	Entity Type
Altimate Medical, Inc. ("Surviving Company")	Minnesota	Corporation

2. Altimate Medical Holdings, Inc., a Delaware corporation ("Parent"), is the sole shareholder of Surviving Company and the sole owner of all of the membership interest, including rights to distributions and all of the governance rights, of Merging Company.

3. Surviving Company will be the surviving entity of the merger, and its name will remain Altimate Medical, Inc.

4. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference, sets forth the terms and conditions of the merger.

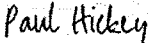
5. The Plan of Merger has been approved by Parent, Merging Company, and Surviving Company as required by Minnesota Statutes, Chapter 302A.621.

6. The Merger shall be effective time and date of the merger shall December 31, 2021.

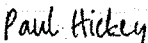
[Signature Page Follows]

Entered into to be effective as of December 31, 2021.

ACTIVEAID, LLC

By: 
 DocuSigned by:
3CDF6002FEAC472 _____
Paul Hickey, President & CEO

ALTIMATE MEDICAL, INC.

By: 
 DocuSigned by:
3CDF6002FEAC472 _____
Paul Hickey, President & CEO

[Signature Page to Articles of Merger]

EXHIBIT A

PLAN OF MERGER

[See attached]

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan"), effective as of December 31, 2021, is made by and among Altimate Medical Holdings, Inc., a Delaware corporation ("Parent"), Altimate Medical, Inc., a Minnesota corporation ("Surviving Company"), and Activeaid, LLC, a Minnesota limited liability company ("Merging Company").

RECITALS

WHEREAS, the parties intend to effect a merger of Merging Company with and into Surviving Company (the "Merger") in accordance with this Plan and the Minnesota Business Corporation Act (as amended from time to time, the "MBCA"), whereby Merging Company shall cease to exist and Surviving Company shall be the surviving entity of the Merger;

WHEREAS, Parent, acting for itself, as well as acting for Merging Company in its capacity as the sole member of Merging Company and acting for Surviving Company in its capacity as the sole shareholder of Surviving Company, has determined that consummation of the Merger described in the Articles of Merger and this Plan (the "Merger Documents") is in the best interests of Merging Company and Surviving Company; and

WHEREAS, the Board has approved, adopted and declared advisable this Plan and the transactions contemplated hereby, including the Merger.

NOW THEREFORE, in consideration of the foregoing and the mutual representations, warranties, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereby agree as follows:

1. The Merger. The Merger shall be effective on December 31, 2021 (the "Effective Time"). At the Effective Time, upon the terms and subject to the conditions set forth in this Plan and in accordance with the MBCA, Merging Company shall be merged with and into Surviving Company, and the separate existence of Merging Company shall cease, and Surviving Company shall continue as the surviving corporation.

2. Terms and Effect of the Merger.

(a) Membership Interest of Subsidiary. At the Effective Time, each outstanding unit of membership interest of Merging Company shall be cancelled and shall cease to exist. All shares of stock of Surviving Company which are outstanding immediately prior to the Effective Time shall be and remain outstanding immediately after the Effective Time as an identical share of Surviving Company.

(b) Effect of Merger/Succession to Rights, Interests and Liabilities. At the Effective Time, the merger shall have the effects set forth in this Plan and the MBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, all: (a) the rights, privileges and powers of Merging Company shall vest in Surviving Company as the surviving corporation; (b) of the property, real and personal, including causes of action and every other asset of Merging Company shall vest in Surviving Company without further act or deed, and (c) debts, liabilities and duties of Merging Company shall become the debts, liabilities and duties of Surviving Company.

3. Organizational Documents of the Surviving Corporation.

(a) Articles of Incorporation. The Articles of Incorporation of Surviving Company shall be and continue as the articles of incorporation of Surviving Company immediately after the Effective Time, until the same shall be further amended as provided therein or by applicable law.

(b) Bylaws. The Bylaws of Surviving Company as existing and in effect immediately prior to the Effective Time shall be and continue as the Bylaws of Surviving Company immediately after the Effective Time, until amended as provided therein or by applicable law.

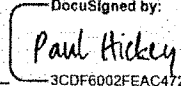
4. Directors and Officers. The directors and officers of Surviving Company immediately prior to the Effective Time shall be the directors and officers of Surviving Company from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed, or caused this Plan of Merger to be executed by their duly authorized representatives, as of the date first written above.

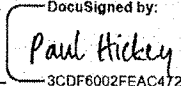
SURVIVING COMPANY:

ACTIVEAID, LLC

By:  Paul Hickey, President & CEO
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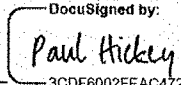
MERGING COMPANY:

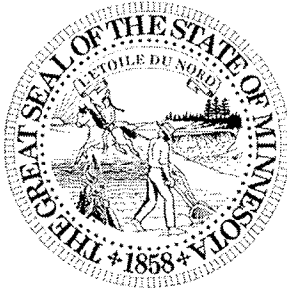
ALTIMATE MEDICAL, INC.

By:  Paul Hickey, President & CEO
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PARENT:

ALTIMATE MEDICAL HOLDINGS, INC.

By:  Paul Hickey, President & CEO
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File Numbers

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STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/16/2021 11:59:00 PM

Steve Simon
Secretary of State