

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM721465

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/04/2022

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Merida Merger Sub II, LLC		02/04/2022	Corporation: WASHINGTON
Leafly Operating, Inc.		02/04/2022	Corporation: WASHINGTON

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Meridia Merger Sub II, LLC	02/04/2022	Corporation: WASHINGTON

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Leafly, LLC
Street Address:	111 S. Jackson Street, Suite 531
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104-2216
Entity Type:	Limited Liability Company: WASHINGTON

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	4420910	LEAFLY
Registration Number:	5544842	LEAFLY
Registration Number:	5544844	LEAFLY
Registration Number:	5707216	LEAFLY
Registration Number:	5544845	LEAFLY
Registration Number:	5707217	LEAFLY
Registration Number:	5900092	LEAFLY
Registration Number:	5544846	LEAFLY
Registration Number:	5544847	LEAFLY
Registration Number:	5707218	LEAFLY
Registration Number:	5544848	LEAFLY
Registration Number:	5707219	LEAFLY
Registration Number:	5707220	LEAFLY

OP \$565.00 4420910

Property Type	Number	Word Mark
Registration Number:	5754478	
Registration Number:	5688797	LEAFLY BIZ
Registration Number:	5707222	POWERED BY LEAFLY
Registration Number:	5707221	LEAFLY LIST
Serial Number:	88488766	MC
Serial Number:	88488769	MC
Serial Number:	88488772	LM
Serial Number:	88488774	TE
Serial Number:	88488776	CR

CORRESPONDENCE DATA

Fax Number: 2063599000

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: 206-359-8000

Email: pctrademarks@perkinscoie.com

Correspondent Name: Grace Han Stanton

Address Line 1: P.O. Box 2608

Address Line 4: Seattle, WASHINGTON 98111

ATTORNEY DOCKET NUMBER:	134617-4000
NAME OF SUBMITTER:	Grace Han Stanton
SIGNATURE:	/Grace Han Stanton/
DATE SIGNED:	04/15/2022

Total Attachments: 7

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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, **STEVE R. HOBBS**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

LEAFLY, LLC

WA LIMITED LIABILITY COMPANY

UBI: 604 794 120

Effective Date: 02/04/2022

Filing Date: 02/04/2022

Merging Entities:

603 157 022

LEAFLY OPERATING, INC., WA PROFIT CORPORATION



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Steve R. Hobbs, Secretary of State

Date Issued: 02/04/2022

TRADEMARK

REEL: 007692 FRAME: 0926

**ARTICLES OF MERGER
OF
LEAFLY OPERATING, INC.
(a Washington corporation)**

WITH AND INTO

**MERIDA MERGER SUB II, LLC
(a Washington limited liability company)**

Pursuant to RCW 23B.11.090 of the Washington Business Corporation Act and RCW 25.15.426 of the Washington Limited Liability Company Act, the undersigned hereby submit these Articles of Merger.

1. **Parties.** The parties to the merger are as follows:
 - a. Leafly Operating, Inc. is a corporation incorporated under the laws of Washington on November 8, 2011, and its Unified Business Identifier (UBI) number is 603 157 022.
 - b. Merida Merger Sub II, LLC is a limited liability company incorporated under the laws of Washington on August 9, 2021 and its Unified Business Identifier (UBI) number is 604 794 120.
2. **Surviving Organization.** The name of the surviving organization is Merida Merger Sub II, LLC, changing its name in the merger to Leafly, LLC, a Washington limited liability company.
3. **Plan of Merger.** The plan of merger is attached hereto as Exhibit A and is incorporated herein by reference.
4. **Approval.** The plan of merger was duly approved by the shareholders of Leafly Operating, Inc. pursuant to RCW 23B.11.030 of the Washington Business Corporation Act and was duly approved by the sole member of Merida Merger Sub II, LLC pursuant to RCW 25.15.421 of the Washington Limited Liability Company Act.
5. **Effective Time.** The merger shall be immediately effective on filing of these Articles of Merger.

[Signatures set forth on the following page]

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger
this 4th day of February 2022.

LEAFLY, LLC

By: DocuSigned by:
Yoko Miyashita
Name: Yoko Miyashita
Title: Chief Executive Officer

LEAFLY OPERATING, INC.

By: DocuSigned by:
Yoko Miyashita
Name: Yoko Miyashita
Title: Chief Executive Officer

[Signature Page to Articles of Merger (Second Merger)]

Exhibit A

PLAN OF MERGER
between
LEAFLY OPERATING, INC.
(a Washington corporation)
and
MERIDA MERGER SUB II, LLC
(a Washington limited liability company)

This Plan of Merger is entered into between Merida Merger Sub II, LLC, a Washington limited liability company ("*Merger Sub II*"), and Leafly Operating, Inc., a Washington corporation (the "*Disappearing Corporation*"), in connection with that certain Agreement and Plan of Merger dated as of August 9, 2021 as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of September 8, 2021 and as further amended by Amendment No. 2 to the Agreement and Plan of Merger, dated as of January 11, 2022 and as may be further amended (the "*Merger Agreement*"), by and among Merger Sub II, the Disappearing Corporation (f/k/a Leafly Holdings, Inc.), Merida Merger Corp. I, a Delaware corporation ("*Parent*"), and Merida Merger Sub I, Inc., a Washington corporation, and shall be effective as of the filing of the Articles of Merger with the Secretary of State of Washington (the "*Effective Time*"). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Merger Agreement.

1. At the Effective Time, the Disappearing Corporation shall be merged with and into Merger Sub II, which shall be the surviving entity (the "*Surviving Entity*" and such transaction, the "*Merger*").

2. At the Effective Time, the effect of the Merger shall be as provided in this Plan of Merger, the Merger Agreement, and the Articles of Merger filed with the Washington Secretary of State and the applicable provisions of Washington law. Without limiting the generality of the foregoing, and subject thereto, without further act or deed, at the Effective Time, the separate existence of the Disappearing Corporation will cease, all of the property, rights, privileges, powers and franchises of the Disappearing Corporation and Merger Sub II shall vest in the Surviving Entity, and all of the debts, liabilities and duties of the Disappearing Corporation and Merger Sub II shall become the debts, liabilities and duties of the Surviving Entity.

3. At the Effective Time, the certificate of formation and operating agreement of Merger Sub II as in effect immediately prior to the Effective Time shall be the certificate of formation and operating agreement of the Surviving Entity, until thereafter amended in accordance with Washington law, except that the name of the Surviving Entity shall be "Leafly, LLC".

4. Immediately following the Effective Time, the (a) directors of the Disappearing Corporation shall be designated as the managers of the Surviving Entity and (b) the officers of the Disappearing Corporation shall be designated as officers of the Surviving Entity.

5. At the Effective Time, by virtue of the Merger and without any action on the part of Merger Sub II or the Disappearing Corporation, or any holder of any shares of capital stock or other

equity interests of the Disappearing Corporation or Merger Sub II: (a) each share of common stock of the Disappearing Corporation issued and outstanding as of immediately prior to the Effective Time shall be cancelled and shall cease to exist without any conversion thereof or payment therefor; and (b) the membership interests of Merger Sub II outstanding immediately prior to the Effective Time shall be converted into and become the membership interests of the Surviving Entity, which shall constitute 100% of the outstanding equity interests of the Surviving Entity. From and after the Effective Time, the membership interests of the Surviving Entity shall be deemed for all purposes to represent the number of membership interests into which they were converted in accordance with the immediately preceding sentence.

6. The Merger Agreement is incorporated herein by reference. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity located at:

Leafly, LLC
111 S. Jackson Street, Suite 531
Seattle, Washington 98104-2216
Attention: Yoko Miyashita
E-mail: yoko.miyashita@leafly.com

7. A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder of Merger Sub II or the Disappearing Corporation, or any person holding an interest therein.

8. The parties hereto may, in their discretion, abandon this merger, subject to the rights of third parties and the terms and conditions of the Merger Agreement, without further action or approval, at any time before the merger has been completed.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned have duly executed this Plan of Merger this 4th day of February 2022.

LEAFLY OPERATING, INC.

By: DocuSigned by:
Yoko Miyashita
Name: Yoko Miyashita
Title: Chief Executive Officer

{Signature Page to Plan of Merger (Second Merger)}

IN WITNESS WHEREOF, the undersigned have duly executed this Plan of Merger
this 4th day of February 2022.

MERIDA MERGER SUB II, LLC

By: DocuSigned by:
Peter Lee
337522683C30476
Name: Peter Lee
Title: President

{Signature Page to Plan of Merger (Second Merger)}

Work Order #: 2022020400089606 - 1