

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rock Bottom Foundation		04/06/2011	Non-profit corporation: COLORADO
RECEIVING PARTY DATA			
Name:	CraftWorks Foundation		
Street Address:	8001 Arista Place		
Internal Address:	5th Floor		
City:	Broomfield		
State/Country:	COLORADO		
Postal Code:	80021		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3388064	GIVING BACK NEVER TASTED SO GOOD	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3036683952		
Email:	kris@managed-legal-services.com		
Correspondent Name:	Kristine Miller		
Address Line 1:	1740 Columbine Avenue		
Address Line 4:	Boulder, COLORADO 80302		
NAME OF SUBMITTER:	Kristine M. Miller, Colorado Bar Member		
Signature:	/Kristine M. Miller/		
Date:	02/20/2014		

OP \$40.00 3388064

Total Attachments: 6

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Colorado Secretary of State
 Date and Time: 12/28/2011 02:05 PM
 ID Number: 20001191604
 Document number: 20111712340
 Amount Paid: \$25.00

Document must be filed electronically.
 Paper documents will not be accepted.

Document processing fee \$25.00
 Fees & forms/cover sheets
 are subject to change.

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 copies of filed documents,
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ABOVE SPACE FOR OFFICE USE ONLY

Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 20001191604

1. Entity name ROCK BOTTOM FOUNDATION
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name
 (if applicable) CraftWorks Foundation

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
 Other amendments are attached.

4. If the nonprofit corporation's period
 of duration as amended is less than
 perpetual, state the date on which the
 period of duration expires _____
(mm/dd/yyyy)

OR

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If
 applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing

Devine Stephanie
(Last) (First) (Middle) (Suffix)

248 Centennial Pkwy
(Street name and number or Post Office Box information)

Louisville CO 80027
(City) (State) (Postal/Zip Code)

United States
(Province – if applicable) (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CRAFTWORKS FOUNDATION
AS OF
April 6, 2011**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, as amended (the “**Act**”) these Articles of Incorporation constitute the Articles of Incorporation of CraftWorks Foundation (f/k/a Rock Bottom Foundation) (“**Articles**”). These Articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto:

These Articles were adopted as of April 6, 2011, in the manner prescribed by the Act, by a unanimous written action of the board of directors, there are no members, or no members entitled to vote:

FIRST: Name. The name of the corporation is CraftWorks Foundation (f/k/a Rock Bottom Foundation) (the “**Corporation**”).

SECOND: (a) Purposes. The Corporation is organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, of 1986, as amended (the “**Code**”), including, without limitation:

(1) to combat hunger in communities in which CraftWorks Restaurants & Breweries, Inc. and its subsidiaries and franchisees operate restaurants;

(2) to provide assistance to employees of CraftWorks Restaurants & Breweries, Inc. and its subsidiaries and franchisees who are experiencing a financial crisis and have exhausted all other means of help;

(3) to promote a culture of giving and volunteerism by providing financial support for charitable community events for which individuals can volunteer their time and energy; and

(4) to do and to engage in all lawful activities that further or are consistent with the preceding purposes of the Corporation.

In furtherance of such purposes the Corporation may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in

section (c) of this Article, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions on Powers.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or to any other individual (except that reasonable compensation may be paid for goods provided or services rendered to or for the benefit of the Corporation in pursuit of one or more of its authorized purposes), and no director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

(4) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for any of the purposes set forth above.

(5) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Code or by a corporation contributions to

which are deductible under Sections 170, 642, 2055 or 2522 of the Code, and during any period of time in which the corporation is a “private foundation” as defined in Section 509(a) of the Code:

(i) The Corporation shall not engage in any act of “self-dealing,” as defined in Section 4941(d) of the Code, so as to give rise to any liability for tax imposed by Section 4941(a) of the Code;

(ii) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(iii) The Corporation shall not retain any “excess business holdings,” as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(iv) The Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(v) The Corporation shall not make any “taxable expenditure,” as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945(a) of the Code.

(6) All references in these Articles to provisions of the Code shall include the corresponding provisions of any subsequent federal tax laws.

THIRD: Principal Office, Registered Office and Agent. The address of the initial principal office of the Corporation is 248 Centennial Parkway, Suite 100, Louisville, Colorado 80027. The address of the registered office of the Corporation is 248 Centennial Parkway, Suite 100, Louisville, Colorado 80027. The name of its initial registered agent at its registered address is CraftWorks Restaurants & Breweries, Inc., Attn: Chief Financial Officer, 248 Centennial Parkway, Suite 100, Louisville, Colorado 80027.

FOURTH: Members. The Corporation shall not have members.

FIFTH: Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation.

SIXTH: Director Liability. The personal liability of each director of the Corporation for breach of fiduciary duty shall be eliminated to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act, as amended, (the "Act") including, without limitation, pursuant to Section 7-128-402. Any amendment, repeal or modification of this Article SIXTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal or modification.

SEVENTH: Indemnification of Directors, etc. The Corporation shall indemnify, to the extent permitted by law, any director, officer, agent or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him or her at the direction of the Corporation. The Corporation shall further have the authority, to the full extent permitted by law, to indemnify and advance expenses to its directors, officers, agents and employees against any claim, liability or expense arising against or incurred by them in all other circumstances.

EIGHTH: Bylaws. The Board of Directors shall have the power to adopt and to thereafter amend the Bylaws of the Corporation as it may deem proper for the management of the affairs of the Corporation. The Bylaws shall not be inconsistent with law or these Articles, as they may from time to time be amended.

NINTH: Distributions. The Board of Directors of the Corporation shall distribute the income of the corporation in amounts and at intervals determined by it in accordance with these Articles and the Bylaws of the Corporation.

TENTH: Amendment. The vote of two-thirds (2/3) of the members of the Board of Directors shall be required to amend, alter, repeal or restate these Articles.

ELEVENTH: Filing of Document. The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is: Rachel R. James, Davis Graham & Stubbs LLP, 1550 17th Street, Suite 500, Denver, Colorado 80202.