

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298614

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lensbaby, LLC		12/31/2013	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	Lensbaby, Inc.		
Street Address:	824 SE 16th Avenue		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97214		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3659936	LENSBABY	
Registration Number:	3768207	LENSBABY	
Registration Number:	3768443	COMPOSER	
Registration Number:	3758517	MUSE	
Registration Number:	4058700	OPTIC SWAP	
Registration Number:	4123924	TILT TRANSFORMER	
Registration Number:	4420465	SWEET	
Serial Number:	85357243	EDGE	
Registration Number:	3970954	CONTROL FREAK	
Registration Number:	4069595	SEE IN A NEW WAY	
Serial Number:	85636156	SPARK	
CORRESPONDENCE DATA			
Fax Number:	5032744622		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(503) 222-3613		
Email:	docketing@techlaw.com, hillary_brooks@techlaw.com, AmandaBernardy@techlaw.com, LisaDavis@techlaw.com		
Correspondent Name:	Hillary A. Brooks		
Address Line 1:	210 SW Morrison Street		
TRADEMARK			

OP \$290.00 3659936

Address Line 2: Suite 400
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	5623
NAME OF SUBMITTER:	Hillary A. Brooks
SIGNATURE:	/Hillary A. Brooks/
DATE SIGNED:	03/19/2014

Total Attachments: 8

source=Lensbaby Articles of Conversion#page1.tif
source=Lensbaby Articles of Conversion#page2.tif
source=Lensbaby Articles of Conversion#page3.tif
source=Lensbaby Articles of Conversion#page4.tif
source=Lensbaby Articles of Conversion#page5.tif
source=Lensbaby Articles of Conversion#page6.tif
source=Lensbaby Articles of Conversion#page7.tif
source=Lensbaby Articles of Conversion#page8.tif



Phone: (503) 986-2200
Fax: (503) 378-4381

121 57 100

Articles of Conversion—Business Entities

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED

DEC 31 2013

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 175358-99

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Lensbaby, LLC

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Limited Liability Company

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Lensbaby, Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Corporation

5) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Plan of Conversion and Articles of Incorporation attached thereto.

7) EXECUTION

Signature

Printed Name

Craig C. Strong

Title

Member

8) CONTACT NAME (To resolve questions with)

Jada Q. Livingston

LENSBABY, INC.



17535899-14861088

CNV

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to
"Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**PLAN OF CONVERSION
OF
LENSBABY, LLC
INTO
LENSBABY, INC.**

THIS PLAN OF CONVERSION (this "Plan") dated as of December 31, 2013, is hereby adopted by **LENSBABY, LLC**, an Oregon limited liability company (the "Company"), in accordance with the requirements of Sections 63.470 through 63.479 of the Oregon Revised Statutes (the "ORS").

RECITALS:

A. The Company is a limited liability company organized and existing under ORS Chapter 63.

B. The Company has two members (the "Members"), each owning 50 percent of the membership interest in the company, and together owning a combined total of 100 percent membership interest in the Company (the "Membership Interests").

C. The Members of the Company deem it advisable and in the best interests of the Company that the Company be converted into a corporation under and pursuant to ORS 63.470 through 63.479.

D. Pursuant to ORS 63.473, the Members of the Company have approved the conversion of the Company into a corporation under the terms and conditions set forth below.

PLAN OF CONVERSION:

1. **Conversion.** At the Effective Date (as defined below in Section 2), upon the terms and subject to the conditions of this Plan, and in accordance with ORS, the Company shall be converted into a corporation organized and thereafter existing under ORS Chapter 60 (the "Corporation") and the Corporation shall be named **LENSBABY, INC.** (the "Conversion").

2. **Effective Date.** Subject to the terms and conditions set forth in this Plan, the Articles of Conversion shall be approved by the Members of the Company and thereafter delivered to the Secretary of State of the State of Oregon for filing. The Conversion shall become effective as of the date of filing (the "Effective Date").

3. **Effects of Conversion.** The Conversion shall have the effects set forth in ORS 63.479, which include the following: (a) the Company continues its existence despite the conversion; (b) title to all real estate and other property owned by the Company is vested in the Corporation without reversion or impairment; (c) all obligations of the Company including, without limitation, contractual, tort, statutory and administrative obligations are obligations of the Corporation; and (d) any action or proceeding pending against the Company or its owners may be continued as if the conversion had not occurred, or the Corporation may be substituted as a party to the action or proceeding.

4. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and the Bylaws of the Corporation, which shall take effect on the Effective Date, are attached hereto as **Exhibit A** and **Exhibit B**, respectively.

5. **Conversion of Membership Interests.** At the Effective Date, by virtue of the Conversion and without any action on the part of the Members, the Membership Interests of the Company issued and outstanding immediately prior to the Effective Date shall be changed and converted into an aggregate of 8,750,000 shares of voting common stock in the Corporation, which shall represent, in the aggregate, 4,375,000 fully paid and non-assessable shares of voting common stock in the Corporation for each Member. Following the Effective Date, all Membership Interests of the Company shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, the holders of Membership Interest immediately prior to the Effective Date shall cease to have any rights in respect thereof, except the right to receive that portion of the Shares into which such Membership Interest was converted pursuant to the Conversion and this Section 5.

6. **Exchange of Membership Interests for Stock Certificates.** Promptly following the Effective Date, the Corporation shall deliver or cause to be delivered to the record holder of Membership Interests one or more certificates representing, or shall make or cause to be made in the Corporation's share transfer records book-entry notation evidencing, that number of Shares into which the holder's Membership Interests were converted pursuant to the Conversion and the provisions of this Plan. A certificate representing the proper number of Shares into which the Membership Interests were converted into pursuant to the Conversion and this Plan shall only be issued to the holder in whose name such Membership Interests were registered immediately prior to the Conversion. Until all Shares are delivered in accordance with this Section 5, the Membership Interest shall be deemed at any time after the Effective Time to represent only the right to receive that portion of the Shares into which the Membership Interest was converted pursuant to the Conversion and this Section 5.

Dated as of the day and year first written above.

LENSBABY, LLC

By: 

Samuel Pardue, Member

By: 

Craig Strong, Member

EXHIBIT A
ARTICLES OF INCORPORATION

[SEE ATTACHED]

EXHIBIT B
BYLAWS

[INTENTIONALLY OMITTED]

**ARTICLES OF INCORPORATION
OF
LENSBABY, INC.**

The undersigned individual of the age of eighteen years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following articles of incorporation:

Article I.

The name of the corporation is Lensbaby, Inc. (the "Corporation").

Article II.

A. **Authorized Stock.** The aggregate number of shares which the Corporation shall have authority to issue is 12,000,000 shares of common stock, no par value (the "Common Stock"). The Common Stock shall be divided into two classes: Voting Common Stock and Non-Voting Common Stock. Of the Common Stock, 10,000,000 shares shall be designated as Voting Common Stock and 2,000,000 shares shall be designated Non-Voting Common Stock.

B. **Rights of Common Stock.** The relative rights, preferences and limitations of the shares of Voting Common Stock and Non-Voting Common Stock are as follows:

1. The shares of the Voting Common Stock shall entitle the holders thereof to unlimited voting rights with the holders thereof entitled to one vote per share on any matter submitted to the shareholders for a vote.

2. The shares of the Non-Voting Common Stock shall not entitle the holders thereof to vote such shares on any matter to be voted on by the shareholders of the Corporation, except as otherwise required by law.

3. All other rights, privileges and preferences of the Voting Common Stock and Non-Voting Common Stock shall be identical in all respects, each class having an equal right to participate in dividends and the net assets of the Corporation as declared payable by the Board of Directors and as legally payable. Except as provided herein, the Corporation shall not establish any rights, privileges or preferences, differentiating or classifying the Voting Common Stock and Non-Voting Common Stock in a manner which would violate the rules of the Internal Revenue Code and Regulations promulgated thereunder for a Subchapter S corporation.

Article III.

The address of the initial registered office of the Corporation is c/o Ater Wynne LLP, 1331 NW Lovejoy Street, Suite 900, Portland, Oregon 97209 and the name of the initial registered agent of the Corporation at such address is AW Services, Inc. The mailing address of the Corporation for notices is c/o Ater Wynne LLP, 1331 NW Lovejoy Street, Suite 900, Portland, Oregon 97209.

Article IV.

The name and address of the incorporator are: Craig Strong, 624 SE 16th Avenue, Portland OR 97214.

1823191/2/JQL/107080-0000

Article V.

The Corporation is authorized to purchase shares of Voting Common Stock and Non-Voting Common Stock from present and former employees, consultants and directors pursuant to the arrangements approved by the Board of Directors when applying the provisions of the Oregon Business Corporation Act to determine the lawfulness of any such purchase.

Article VI.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

Article VII.

A. Majority Shareholder Voting. Action required or permitted by the Oregon Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

B. Conduct of Business. The Corporation is authorized to conduct business in an environmentally and socially responsible manner.

Article VIII.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under ORS 60.047(2)(d).

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Oregon Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified

1823191/2/JQL/107080-0000

175358-99

by the Corporation under this Article VIII or under any other indemnification rights granted by the Corporation to such Person.

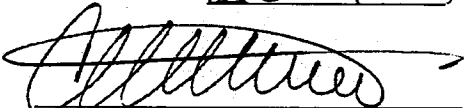
Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article VIII or otherwise.

C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article VIII. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article VIII: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article VIII.

E. Amendments. Any repeal of this Article VIII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

Date: Dec. 31, 2013.


Craig Strong, Incorporator

Person to Contact about this Filing:
Jada Q. Livingston
503-226-1191