

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM304175

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion to Corporation and Name Change		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gregory Mountain Products, LLC		08/22/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gregory Mountain Products, Inc.		
<b>Street Address:</b>	1414 K STREET, SUITE 100		
<b>City:</b>	SACRAMENTO		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95814		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2694880		
<b>Registration Number:</b>	1836788	GREGORY	
<b>Registration Number:</b>	3276259	WRAPTOR	
<b>Registration Number:</b>	2357791	PALISADE	
<b>Registration Number:</b>	1308023	G M P	
<b>Registration Number:</b>	1503019	GREGORY	
<b>Registration Number:</b>	3425272	GREGORY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2122453009		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2125416222		
<b>Email:</b>	trademark@kanekessler.com		
<b>Correspondent Name:</b>	Stanley Seuradge		
<b>Address Line 1:</b>	1350 Avenue of Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	5098-39		
<b>NAME OF SUBMITTER:</b>	Stanley Seuradge		
<b>SIGNATURE:</b>	/Stanley Seuradge/		

OP \$190.00 2694880

<b>DATE SIGNED:</b>	05/12/2014
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**Total Attachments: 9**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "GREGORY MOUNTAIN PRODUCTS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GREGORY MOUNTAIN PRODUCTS, LLC" TO "GREGORY MOUNTAIN PRODUCTS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2008, AT 2:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4513017 8100V

081039592

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6912911

DATE: 10-15-08

TRADEMARK  
REEL: 005277 FRAME: 0768


State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:26 PM 10/15/2008  
FILED 02:23 PM 10/15/2008  
SRV 081039592 - 4513017 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company was first formed is March 3, 2008.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Gregory Mountain Products, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Gregory Mountain Products, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 22<sup>nd</sup> day of August, A.D. 2008.

GREGORY MOUNTAIN PRODUCTS, LLC

By:   
John N. Simons  
President

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "GREGORY MOUNTAIN PRODUCTS, INC." FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2008, AT 2:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4513017 8100V

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6912911

DATE: 10-15-08

TRADEMARK  
REEL: 005277 FRAME: 0770

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:26 PM 10/15/2008  
FILED 02:23 PM 10/15/2008  
SRV 081039592 - 4513017 FILE

CERTIFICATE OF INCORPORATION  
OF  
GREGORY MOUNTAIN PRODUCTS, INC.

ARTICLE I  
NAME

The name of the corporation is GREGORY MOUNTAIN PRODUCTS, INC.

ARTICLE 2  
REGISTERED OFFICE AND AGENT

The address of the corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the corporation's registered agent at such address is Corporation Service Company.

ARTICLE 3  
PURPOSE

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time, or any successor thereto.

ARTICLE 4  
AUTHORIZED STOCK

The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock, par value of \$0.01 ("Common Stock"), and five thousand (5,000) shares of preferred stock, par value of \$0.01 ("Preferred Stock").

**Section 1. Preferred Stock.** The shares of Preferred Stock may be issued from time to time in one or more series. The board of directors of the corporation shall have authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, to fix the number of shares constituting any such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

**Section 2. Common Stock.**

(a) Subject to the preferential rights of the Preferred Stock, the holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the board of directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of Preferred Stock, holders of Common Stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The board of directors may distribute in kind to the holders of Common Stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination hereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. Neither the merger or consolidation of the corporation into or with any other corporation or corporations, nor the purchase or redemption of shares of stock of the corporation of any class, nor the sale or transfer by the corporation of all or any part of its assets, nor the reorganization or recapitalization of the corporation, shall be deemed to be a dissolution, liquidation or winding up of the corporation for the purposes of this paragraph.

(c) Except as may be otherwise required by law or in this certificate of incorporation or any amendment thereto, each holder of Common Stock has one vote in respect of each share of stock held by the holder of record on the books of the corporation on all matters voted upon by the shareholders.

**ARTICLE 5  
INCORPORATOR**

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Robert L. Lawrence	Kane Kessler, P.C. 1350 Avenue of the Americas New York, NY 10019

**ARTICLE 6  
DURATION**

The Corporation is to have perpetual existence.

**ARTICLE 7  
COMPROMISE, ETC.**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

**ARTICLE 8  
MANAGEMENT**

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of Directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this Certificate of Incorporation.



3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

#### **ARTICLE 9 AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE 10 INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under the General Corporation Law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

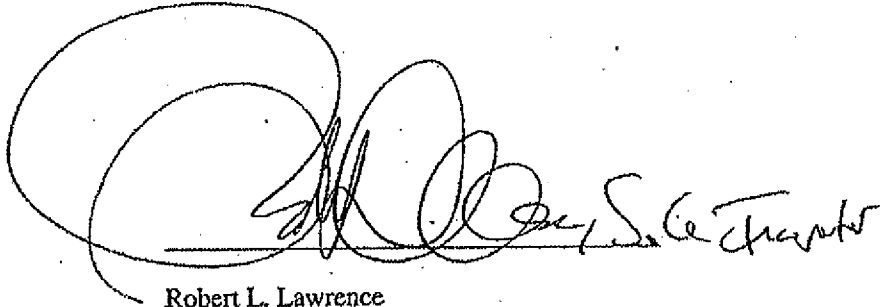
#### **ARTICLE 11 PERSONAL LIABILITY OF DIRECTORS**

No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of this Article 11 by the

stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

[Signature Page Follows]

Dated: August 22<sup>nd</sup>, 2008

A large, stylized handwritten signature in black ink, appearing to read "Robert L. Lawrence". The signature is written over a horizontal line.

Robert L. Lawrence  
Sole Incorporator

295737