

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309051

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nomad Goods, LLC		06/17/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Nomad Goods, Inc.		
Street Address:	539 Broadway		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94133		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86061191	NOMAD	
Serial Number:	86249848	CHARGEKEY	
CORRESPONDENCE DATA			
Fax Number:	3172317433		
<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:	317-236-1313		
Email:	jgard@btlaw.com		
Correspondent Name:	Julia Spoor Gard		
Address Line 1:	11 South Meridian Street		
Address Line 4:	Indianapolis, INDIANA 46204-3535		
ATTORNEY DOCKET NUMBER:	64088-229346 & 229540		
NAME OF SUBMITTER:	Julia Spoor Gard		
SIGNATURE:	/jgard/		
DATE SIGNED:	06/30/2014		
Total Attachments: 6			
source=Nomad Goods, Inc. - Certificate of Conversion and Incorporation#page1.tif			
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TRADEMARK

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "NOMAD GOODS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "NOMAD GOODS, LLC" TO "NOMAD GOODS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 2014, AT 7:42 O'CLOCK P.M.

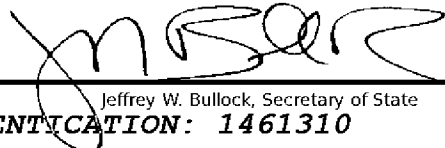
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5210209 8100V

140844160



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1461310

DATE: 06-17-14

TRADEMARK
REEL: 005311 FRAME: 0453

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

1. The jurisdiction where the limited liability company was first formed, and its jurisdiction immediately prior to filing this Certificate, is Delaware.
2. The date on which the limited liability company was first formed is September 10, 2012.
3. The name of the Limited Liability Company immediately prior to filing this Certificate is Nomad Goods, LLC.
4. The name of the Corporation as set forth in the Certificate of Incorporation is Nomad Goods, Inc.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Delaware Limited Liability Company, has executed this Certificate on the 16th day of June, 2014.

By: /s/Noah Dentzel

Name: Noah Dentzel
Title: Chief Executive Officer

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, 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 "NOMAD GOODS, INC." FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 2014, AT 7:42 O'CLOCK P.M.

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

5210209 8100V

140844160



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1461310

DATE: 06-17-14

TRADEMARK
REEL: 005311 FRAME: 0455

**CERTIFICATE OF INCORPORATION
OF
NOMAD GOODS, INC.**

ARTICLE 1

The name of this Corporation is **Nomad Goods, Inc.**

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is 3500 South Dupont Highway in the City of Dover, County of Kent, 19901. The name of the corporation's registered agent at such address is Incorporating Services, Ltd.

ARTICLE 3

The name and mailing address of the incorporator of the Corporation is:

Noah Dentzel
539 Broadway Street
San Francisco, California 94133

ARTICLE 4

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 5

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares which the Corporation is authorized to issue is fifteen million (15,000,000).

ARTICLE 6

Except as otherwise provided in this certificate of incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 7

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE 8

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 9

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 10

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or that 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 any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article 10 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 10 by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 11

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders and others.

Any amendment, repeal or modification of the foregoing provisions of this Article 11 shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification.

ARTICLE 12

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.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 16th day of June, 2014.

/s/Noah Dentzel
Noah Dentzel, Incorporator