

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309525

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
40 Group, LLC		03/17/2014	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	Poached Jobs, Inc.		
Street Address:	3664 SE Henderson		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97202		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4126887	POACHED	
CORRESPONDENCE DATA			
Fax Number:	5039140301		
<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:	(503) 449-9084		
Email:	MHeilbronner@IdeaLegal.com		
Correspondent Name:	Michael Heilbronner		
Address Line 1:	1631 NE Broadway, No. 443		
Address Line 4:	Portland, OREGON 97232		
ATTORNEY DOCKET NUMBER:	POACHED CONVERSION -		
NAME OF SUBMITTER:	Michael Heilbronner		
SIGNATURE:	/Michael Heilbronner/		
DATE SIGNED:	07/02/2014		
Total Attachments: 7			
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Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 250 Capitol St. NE, Suite 161 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 908-3200

FILED

MAR 17 2014

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 753462-97

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:
40 Group, LLC

- 2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:
Limited Liability Company

- 3) NAME OF BUSINESS ENTITY AFTER CONVERSION:
Poached Jobs, Inc.

- 4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:
Corporation

- 5) WILL THE CONVERTED ENTITY HAVE CONTINUED EXISTENCE IN OREGON? Yes No

- 6) IF NO, WHERE WILL THE JURISDICTION BE? _____

- 7) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

- 8) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

9) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Kirk Thornby

Title:

Manager

CONTACT NAME: (To resolve questions with this filing.)

Clifford

POACHED JOBS, INC.

PHONE NU

503.776



75346297-15057062

CNV

FEES

Basic Required Processing Fee \$100
Sign Required Processing Fee \$375

Insured Copy (Optional) \$0

Processing Fees are non-refundable. Please make check payable to "Corporation Division."

**PLAN OF CONVERSION
 FOR CONVERSION
 of
 40 GROUP, LLC, an Oregon limited liability company
 to
 POACHED JOBS, INC., an Oregon corporation**

This Plan of Conversion for the conversion of 40 Group, LLC, an Oregon limited liability company, to Poached Jobs, Inc., an Oregon corporation, is hereby adopted by all of the members of 40 Group, LLC pursuant to ORS 63.473(1)(a).

1. The name of the business entity prior to conversion is 40 Group, LLC. 40 Group, LLC is an Oregon limited liability company.

2. The name of the business entity after conversion will be Poached Jobs, Inc. Poached Jobs, Inc. will be an Oregon corporation.

3. The conversion shall be on the terms and conditions set forth in ORS 63.470 and ORS 60.472. Upon the filing of the Articles of Conversion, attached hereto as Exhibit A (“*Articles of Conversion*”), this Plan of Conversion and the initial Articles of Incorporation of Poached Jobs, Inc., a copy of which has been presented to the Members and Managers, with the Secretary of State of Oregon, 40 Group, LLC, an Oregon limited liability company, will be converted into Poached Jobs, Inc., an Oregon corporation.

4. 40 Group, LLC has two members: Kirk Thornby and Peter J. Bro. Peter J. Bro has a twenty-five percent (25.0%) membership interest and Kirk Thornby has a seventy-five percent (75.0%) membership interest in 40 Group, LLC.

5. Upon conversion, the ownership interest of each of the current members of 40 Group, LLC shall be exchanged for shares of Common Stock (as defined below) in Poached Jobs, Inc., at a ratio of twenty-five percent (25.0%) membership interest to one million (1,000,000) shares of Common Stock. This conversion will result in ownership of four million (4,000,000) outstanding shares of Common Stock in the following amounts:

Member	Shares	Percent Ownership
Peter J. Bro	1,000,000	25.0%
Kirk Thornby	3,000,000	75.0%

6. As set forth in the Articles of Incorporation to be filed with the Secretary of State of Oregon, Poached Jobs, Inc. will have ten million (10,000,000) authorized shares of capital stock, which includes ten million shares of common stock, no par value (the “*Common Stock*”).

7. Pursuant to the requirements of ORS 60.047(1), the initial Articles of Incorporation of Poached Jobs, Inc. are required to contain the following:

(a) A corporate name for the corporation that satisfies the requirements of ORS 60.094 (as required by ORS 60.047(1)(a)): Poached Jobs, Inc.;

(b) The number of shares the corporation is authorized to issue (as required by ORS 60.047(1)(b)): ten million (10,000,000) shares of Common Stock.

(c) The address, including street and number, and mailing address, if different, of the corporation's initial registered office and the name of its initial registered agent at that office (as required by ORS 60.047(1)(c)): the address of the corporation's initial registered office is 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201, and the name of its initial registered agent at such address is DWT Oregon Corp.;

(d) The name and address of each incorporator (as required by ORS 60.047(1)(d)): the name of the incorporator is Clifford A. DeGroot, and the address for the incorporator is 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201; and

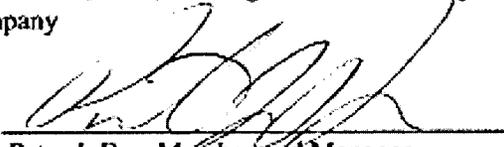
(e) A mailing address to which notices, as required by this chapter, may be mailed until an address has been designated by the corporation in its annual report (as required by ORS 60.047(1)(e)): DWT Oregon Corp., Attention: Clifford A. DeGroot, 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201.

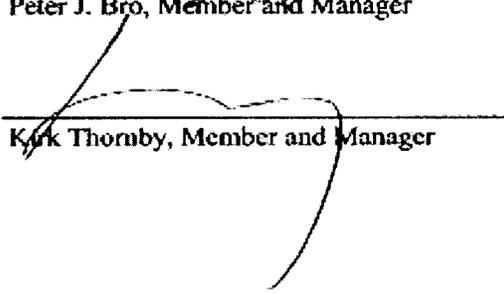
8. All other matters not specifically required under ORS 60.047(1) to be included in the initial Articles of Incorporation of Poached Jobs, Inc., but which may be set forth under ORS 60.047(2) in the initial Articles of Incorporation of Poached Jobs, Inc., are as set forth in the initial Articles of Incorporation of Poached Jobs, Inc.

[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Conversion has been duly executed as of
March 17, 2014.

40 GROUP, LLC, an Oregon limited liability
company

By: 
Peter J. Bro, Member and Manager

By: 
Kirk Thornby, Member and Manager

SIGNATURE PAGE TO PLAN OF CONVERSION

DWT 23616064v1 0097792-000001

TRADEMARK
REEL: 005315 FRAME: 0136

ARTICLES OF INCORPORATION

OF

POACHED JOBS, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator under the Oregon Business Corporation Act (as amended from time to time, the “*Act*”), adopts the following article of incorporation:

ARTICLE I NAME

The name of this corporation is Poached Jobs, Inc. (the “*Corporation*”).

ARTICLE II DURATION

This Corporation’s period of duration shall be perpetual.

ARTICLE III PURPOSES

The purpose for which the Corporation is organized is to engage in any business, trade, or activity that may lawfully be conducted by a Corporation organized under the Act. The Corporation shall have the authority to engage in any and all activities that are incidental or conducive to the attainment of the purposes of the Corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable to the Corporation.

ARTICLE IV SHARES

A. One Class of Stock. The Corporation is authorized to issue one class of stock, which shall be designated “Common Stock”. The total number of shares which the Corporation is authorized to issue is 10,000,000 shares, no par value per share.

B. Rights of Common Stock. The holders of the common stock have unlimited voting rights and the right to receive the net assets of the Corporation on dissolution.

C. Waiver of Preemptive Rights. The Corporation elects to waive preemptive rights.

D. Voting of Common Stock. Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at the shareholders’ meeting.

**ARTICLE V
LIMITATION OF DIRECTOR LIABILITY**

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 V shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act, including but not limited to (a) any breach of the director's duty of loyalty to the Corporation, (b) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (c) any unlawful distribution under the Act, or (d) any transaction from which the director derived an improper personal benefit. Any amendment to or repeal of this Article V or the Act shall not adversely affect any right or protection of a director of the Corporation for or with respect to acts or omissions of such director which occur prior to the effective date of the amendment or repeal.

**ARTICLE VI
INDEMNIFICATION**

The Corporation may indemnify to the fullest extent not prohibited by law (and shall do so with each person serving or who has served as a director) any person who is made, or threatened to be made, a party to a proceeding by reason of the fact that the person is or was a director, officer, employee or agent 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 serves or served at the request of the Corporation as a director, officer, employee, agent, or as a fiduciary (as defined above) of an employee benefit plan, of another Corporation, partnership, joint venture, trust or other enterprise; *provided, however*, that the Corporation shall not indemnify any such person for or on account of (a) any breach of the person's duty of loyalty to the Corporation or employee benefit plan, (b) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, or (c) any transaction from which the person derived an improper personal benefit. Any amendment to or repeal of this Article VI or the Act shall no adversely affect any right or protection afforded a person hereunder for or with respect to acts or omissions of such person which occur prior to the effective date of the amendment or repeal.

**ARTICLE VII
SHAREHOLDER ACTION WITHOUT MEETING**

Any action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken 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.

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**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the Corporation's initial registered agent are as follows:

DWT Oregon Corp.
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201

**ARTICLE IX
NOTICES**

The address where the Corporation Division may mail notices to the Corporation is:

DWT Oregon Corp.
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator of the Corporation are:

Clifford A. DeGroot
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201

The undersigned incorporator has executed these Articles of Incorporation on this 17th day of March, 2014.



Clifford A. DeGroot, Incorporator

Person to contact about this filing: Clifford A. DeGroot
503.778.5350