

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM317940

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of state of incorporation on 08/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fair Trade Federation, Inc.		08/01/2014	INC. ASSOCIATION:
RECEIVING PARTY DATA			
Name:	Fair Trade Federation, Inc.		
Street Address:	100 W. 10th Street, Suite 604		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	INC. ASSOCIATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3553356	FAIR TRADE FEDERATION	
Registration Number:	3855760	FAIR TRADE FEDERATION MEMBER	
Registration Number:	0000000	ADMIRAL	
CORRESPONDENCE DATA			
Fax Number:			
<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:	302-655-5203		
Email:	sc@fairtradefederation.org		
Correspondent Name:	Suzanne Cotter		
Address Line 1:	100 W. 10th Street, Suite 604		
Address Line 4:	Wilmington, DELAWARE 19801		
NAME OF SUBMITTER:	Suzanne Cotter		
SIGNATURE:	/suzanne cotter/		
DATE SIGNED:	09/24/2014		
Total Attachments: 12			
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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JULY 28, 2014

The State Corporation Commission has found the accompanying articles submitted on behalf of
FAIR TRADE FEDERATION, INC.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION SURRENDER

be issued and admitted to record with the articles of incorporation surrender in the Office of the
Clerk of the Commission, effective August 1, 2014 at 9:00 am.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Judith Williams Jagdmann
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of incorporation surrender filed in the Clerk's Office of the Commission on July 28, 2014 by FAIR TRADE FEDERATION, INC. effective as of August 1, 2014.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 29, 2014*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

Delaware

PAGE 1

The First State

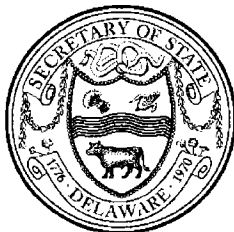
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A VIRGINIA CORPORATION UNDER THE NAME OF "FAIR TRADE FEDERATION, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2014, AT 11:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF AUGUST, A.D. 2014, AT 9 O'CLOCK A.M.


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

5574887 8100V

140992039



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1565736

DATE: 07-24-14

TRADEMARK
REEL: 005372 FRAME: 0425

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 "FAIR TRADE FEDERATION, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2014, AT 11:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF AUGUST, A.D. 2014, AT 9 O'CLOCK A.M.


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

5574887 8100V

140992039

You may verify this certificate online
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1565736

DATE: 07-24-14

TRADEMARK
REEL: 005372 FRAME: 0426

**CERTIFICATE OF CONVERSION OF A VIRGINIA NON-STOCK CORPORATION
INTO A DELAWARE NON-STOCK CORPORATION**

(Under Section 265 of the General Corporation Law of the State of Delaware)

Fair Trade Federation, Inc., a Virginia non-stock corporation, immediately prior to the filing of this Certificate of Conversion (the "Virginia Corp"), hereby certifies that:

- (1) Virginia Corp was incorporated on November 21, 1994, as a Virginia nonstock corporation, and has continued to be a Virginia nonstock corporation since incorporation.
- (2) Virginia Corp was incorporated under the name of "Fair Trade Federation, Inc.", a Virginia nonstock corporation immediately prior to the filing of this Certificate of Conversion.
- (3) The name of the corporation set forth in its certificate of incorporation filed pursuant to Section 265(b) of the General Corporation Law of the State of Delaware is "Fair Trade Federation, Inc."
- (4) This Certificate of Conversion shall become effective on August 1, 2014 at 9:00 a.m. Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Fair Trade Federation, Inc. has caused this certificate to be signed by its duly authorized officer, on the 24th day of July, 2014.

FAIR TRADE FEDERATION, INC.

By: Renie Bowess
Name: Renie Bowess
Title: CEO

4822-5577-0140, v. 1

CERTIFICATE OF INCORPORATION
OF
FAIR TRADE FEDERATION, INC.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation is Fair Trade Federation, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is 1105 North Market Street, 11th Floor in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is BH Registered Agents, LLC.

ARTICLE III

Section 1. The corporation shall be a nonprofit, nonstock membership corporation. The corporation shall be operated within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the Code). The purposes for which the corporation is formed are as follows:

- (a) The corporation shall promote ethical trade practices based on the Fair Trade Federation Principles.
- (b) The corporation shall assist its members by providing information and technical assistance, particularly concerning best practices in fair trade.
- (c) The corporation shall promote information exchange among producers, wholesalers, retailers, and other organizations and individuals who share our mission.
- (d) The corporation shall raise consumer awareness about the importance of supporting ethical business practices through the purchase of fairly traded products.

Section 2. 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 any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

ARTICLE IV

The corporation shall not have any capital stock.

ARTICLE V

The conditions of membership of the corporation are as follows: (1) each member organization shall pass an initial screening process and be approved by the FTF screening committee in accordance with the corporation's Code of Practice; (2) each member organization shall complete annual renewal forms and required paperwork in accordance with the corporation's Code of Practice; and (3) each member organization shall pay yearly dues in accordance with the corporation's Code of Practice. A copy of the Code of Practice shall be provided to any organization desiring to be a member without cost and upon request sent to the corporation's Secretary at 100 W. 10th St., Suite 604, Wilmington, DE 19801.

ARTICLE VI

Section 1. The business and affairs of the corporation shall be managed by, or under the direction of, the Board of Directors of the corporation (the "Board"). The total number of directors constituting the entire Board shall be not less than seven nor more than twenty, with the then-authorized number of directors being fixed from time to time by the Board.

Section 2. The Board shall be divided into three classes, designated Class I, Class II and Class III. Class I directors shall initially serve until the first annual meeting of members following the effectiveness of this Article VI; Class II directors shall initially serve until the second annual meeting of members following the effectiveness of this Article VI; and Class III directors shall initially serve until the third annual meeting of members following the effectiveness of this Article VI. Commencing with the first annual meeting of members following the effectiveness of this Article VI, directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective successors in office. The Board is authorized to assign members of the Board already in office at the time of the effectiveness of this Article IV to Class I, Class II or Class III. Directors may be removed by the member organizations with or without cause. The process for electing directors shall be as provided in the bylaws.

Section 3. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board. A director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates by reason of failing to meet a qualification to be a director, whichever occurs earlier, subject to his earlier death, disqualification, resignation or removal.

Section 4. It shall be a director qualification that each director be a natural person who is either (1) currently affiliated with a member organization, or (2) has been nominated by a member organization in good standing and possesses at least three years' experience working for any current member organization, affiliate of a current membership organization or other fair trade advocacy organization. The Federation will issue an open invitation for director nominations,

which will be consolidated and presented to the board by the nominating committee. The board will approve or disapprove all nominees prior to the election period based on meeting the two qualifications listed above and prioritizing the intent for directors to represent all of our membership categories. If a director in office ceases to meet a director qualification, such director's right to hold office shall terminate and such directorship shall terminate; provided; however, that a director shall not cease to be qualified solely as a result of ceasing to be affiliated or employed by a member organization if the member organization itself is still in good standing. Further, no person shall be qualified to serve as a director if such person has served two consecutive terms as a director unless a minimum of one year has passed since the person was last in office.

ARTICLE VII

The incorporator of the corporation is Lisa R. Stark, whose mailing address is C/O Berger Harris LLP, 1105 N. Market Street, 11th Floor, Wilmington, DE 19801. Upon the effectiveness of this Certificate of Incorporation, the powers of the incorporator shall cease and the following are the names and addresses of the persons who shall serve as directors of the corporation in accordance with the Delaware General Corporation Law and this Certificate of Incorporation until their successors are elected and qualified:

Paul Culler

Fair Trade Winds
5508 Landmark Place
Fairfax, VA 22032

Teresa Hendricks

Lucia's Imports/ Lucia's World Friendly Boutique
2024 Blairmore Rd.
Lexington, KY 40502

Kristin Johnson

Global Mamas
PO Box 18323
Minneapolis, MN 55418

Renice Jones

Global Crafts
2808 Hibiscus Drive
Edgewater, FL 32141

Robert McKinnon

Pure Art
132 Chemin de l'Anse

Vaudreuil, QC J7V 8P3

Jennie Misner
Venture Imports, LLC
115 W. 61st St
Westmont, IL 60559

Jonathan Rosenthal
Cooperative Coffees
c/o Just Works Consulting
67 Capitol Street
Watertown, MA 02472

Serena Sato
SERRV
122 State Street, Suite 600
Madison, WI 53703

Michael Skillicorn
7 Prospect Ave #1
Greenfield, MA 01301

ARTICLE VIII

Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the by-laws of the Corporation, subject to the power of the members of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.

ARTICLE X

No member shall be entitled to take any action on any matter by written or electronic consent to action in lieu of a meeting unless the board of directors has approved the specific matter that is the subject of member action or approved the taking of action by written consent without a meeting with respect to such matter.

ARTICLE XI

A director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.


ARTICLE XII

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

ARTICLE XIII

This Certificate of Incorporation shall become effective on August 1, 2014 at 9:00 a.m. Eastern Time.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is her act and deed on this 24th day of July 2014.



Name: Lisa R. Stark
Title: Incorporator

4831-4031-0044, v. 1