

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335158

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Headwaters International, Inc.		12/19/2014	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Peace Coffee, SBC		
Street Address:	2801 21st Avenue South		
Internal Address:	Suite 130		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55407-1226		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2653949	PEACE COFFEE IBREW THE RIGHT BEAN!	
CORRESPONDENCE DATA			
Fax Number:	6126324444		
<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:	(612) 632-3347		
Email:	trademark@gpmlaw.com		
Correspondent Name:	Cynthia Hefferan, Paralegal		
Address Line 1:	P.O. Box 2906		
Address Line 4:	Minneapolis, MINNESOTA 55402-0906		
ATTORNEY DOCKET NUMBER:	145332-US-002		
NAME OF SUBMITTER:	Cynthia Hefferan, Paralegal		
SIGNATURE:	/Cynthia Hefferan/		
DATE SIGNED:	03/16/2015		
Total Attachments: 4			
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEADWATERS INTERNATIONAL, INC.

These Amended and Restated Articles of Incorporation are being duly executed and filed by the undersigned, as an authorized person, to form a specific benefit corporation pursuant to Minnesota Statutes Chapter 304A:

ARTICLE I
Name

The name of the corporation shall be Peace Coffee, SBC.

ARTICLE II
Registered Address

The address of the registered office of the corporation in Minnesota shall be 2801 21st Ave. S, #130, Minneapolis, Minnesota 55407.

ARTICLE III
Purposes

The corporation shall be organized and operated for general business purposes. In addition, this corporation shall be a Specific Benefit Corporation organized and operated to pursue the following specific public benefit purpose: to provide fair prices to small scale coffee farmers.

ARTICLE IV
Stock

4.1 Authorized Shares. The authorized shares of stock of the corporation shall be 100,000 shares of common stock having a par value of \$.01 per share.

4.2 No Preemptive Rights. No shareholder of the corporation shall have any preemptive or other right to acquire the common stock or any other securities of the corporation.

4.3 No Cumulative Voting. No shareholder of the corporation shall have the right to cumulate votes in any election of directors.

ARTICLE V
Board of Directors

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of a minimum of three (3) individuals. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 302A and Minnesota Statutes 304A, the Bylaws of the Corporation shall specify the manner for determining the number, term of office, method of selection, powers and duties of the Directors of the Corporation, the time and place of their meetings, voting rights and such other regulations relating to the Board of Directors as may be desired. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required or permitted to be taken at a meeting of the Board of Directors at which all Directors were present; provided, however, that a Board of Directors' action requiring Shareholder approval may be taken by written action only if signed by all of the Directors then in office.

ARTICLE VI
Liability of Directors

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability: (1) for any breach of the director's duty of loyalty to the corporation or its shareholders; (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (3) under Minnesota Statutes, Section 302A.559 (relating to illegal distributions) or Section 80A.23 (relating to violation of state securities laws); or (4)

for any transaction from which the director derives an improper personal benefit. Any disinterested failure of a director to consider the factors described in Minnesota Statutes Section 304A.201, subdivision 2 in discharging his or her duties to the corporation shall not constitute a breach of the duty of loyalty, for purposes of Minnesota Statutes Section 302A.251, subdivision 4 or Section 304A.201. If Minnesota Statutes, Chapter 302A, is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided in this Article, shall be limited to the fullest extent permitted by the amended Minnesota Statutes, Chapter 302A. A repeal or modification of this Article shall not apply to any act or omission by a director which occurs prior to the effective date of such repeal or modification.

ARTICLE VII
Shareholder's Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting at which all shareholders entitled to vote were present.

ARTICLE VIII
Amendments

The Articles and Bylaws of the corporation may be amended as set forth in the Bylaws of the corporation subject to the Shareholder's reserved right to approve such amendments as set forth in the Bylaws of the corporation.

* * * * *

The foregoing Articles of Amendment Amending the Articles of Incorporation of Peace Coffee, Inc., have been adopted pursuant to Minnesota Statutes Chapter 304A and Minnesota

Statutes Chapter 302A, and shall be effective when filed with the Office of the Secretary of State.

Date: DECEMBER 19, 2014

PEACE COFFEE, SBC

By 
Lee Wallace, Chief Executive Officer

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