

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM337719

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Owlet Protection Enterprises, LLC		02/24/2014	LIMITED LIABILITY COMPANY: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Owlet Baby Care Inc.		
<b>Street Address:</b>	54 West Center Street		
<b>City:</b>	Provo		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84601		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86015549	OWLET	
<b>Serial Number:</b>	86217819		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8015330323		
	<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>		
<b>Phone:</b>	801-533-0320		
<b>Email:</b>	mail@batemanip.com		
<b>Correspondent Name:</b>	Randall B. Bateman		
<b>Address Line 1:</b>	P.O. Box 1319		
<b>Address Line 4:</b>	Salt Lake City, UTAH 84110		
<b>ATTORNEY DOCKET NUMBER:</b>	5886.OWLE.TM		
<b>NAME OF SUBMITTER:</b>	Randall B. Bateman		
<b>SIGNATURE:</b>	/Randall B. Bateman/		
<b>DATE SIGNED:</b>	04/08/2015		
<b>Total Attachments: 5</b>			
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# 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 FORMATION OF "OWLET BABY CARE INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2014, AT 4:02 O'CLOCK P.M.



5486926 8100V

140227825

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1158421

DATE: 02-25-14

TRADEMARK  
REEL: 005494 FRAME: 0912

**CERTIFICATE OF INCORPORATION**

**OF**

**OWLET BABY CARE INC.**

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Owlet Baby Care Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is 874 Walker Road, Suite C, City of Dover, County of Kent, Zip Code 19904, and the name of the registered agent of the corporation in the State of Delaware at such address is United Corporate Services, Inc.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("*DGCL*").

**IV.**

A. This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is twenty million (20,000,000), each having a par value of one-hundredth of one cent (\$0.0001).

**V.**

A. 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 the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority

**I.**

of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

#### VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company 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 such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

#### VII.

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 the stockholders herein are granted subject to this reservation.

#### VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Rachel M. High  
Cooley LLP  
1114 Avenue of the Americas, 46<sup>th</sup> Floor  
New York, New York 10036

IN WITNESS WHEREOF, this Certificate has been subscribed this 24th day of February 2014 by the undersigned who affirms that the statements made herein are true and correct.

/s/ Rachel M. High

RACHEL M. HIGH  
Sole Incorporator

# Delaware

PAGE 1

*The First State*

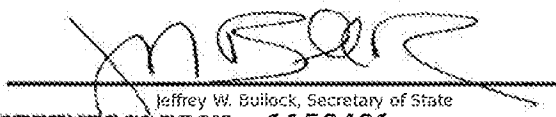
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A UTAH LIMITED LIABILITY COMPANY UNDER THE NAME OF "OWLET PROTECTION ENTERPRISES LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OWLET PROTECTION ENTERPRISES LLC" TO "OWLET BABY CARE INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2014, AT 4:02 O'CLOCK P.M.

5486926 8100V

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1158421

DATE: 02-25-14

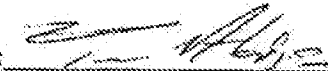
TRADEMARK  
REEL: 005494 FRAME: 0915

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 Utah.
- 2.) The jurisdiction immediately prior to filing this Certificate is Utah.
- 3.) The date the Limited Liability Company first formed is November 2, 2012.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Owlet Protection Enterprises LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Owlet Baby Care Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 24th day of February, A.D. 2014.

By: Owlet Baby Care

Name:   
Print or Type

Title: Co-founder / Authorized Signatory  
Print or Type