

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341387

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMARTYPANTS, LLC		06/28/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	SMARTYPANTS, INC.		
Street Address:	4056A del Rey Ave.		
City:	Marina del Rey, CA 90292		
State/Country:	CALIFORNIA		
Postal Code:	90292		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4026710	SMARTYPANTS	
CORRESPONDENCE DATA			
Fax Number:	7138883550		
<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:	713.888.2507		
Email:	rocky@bwmtx.com		
Correspondent Name:	Baker Williams Matthiesen LLP		
Address Line 1:	1177 West Loop South, Suite 1600		
Address Line 2:	Attn: John C. Rawls, Esq.		
Address Line 4:	Houston, TEXAS 77027		
ATTORNEY DOCKET NUMBER:	SMARTYPANTS		
NAME OF SUBMITTER:	Kathryn Fessler		
SIGNATURE:	/Kathryn Fessler/		
DATE SIGNED:	05/14/2015		
Total Attachments: 10			
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Delaware

PAGE 1

The First State

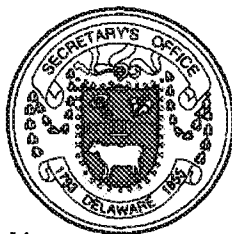
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SMARTYPANTS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SMARTYPANTS, LLC" TO "SMARTYPANTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2010, AT 4:29 O'CLOCK P.M.

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

4748307 8100V

100696754

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8084794

DATE: 06-29-10

TRADEMARK
REEL: 005516 FRAME: 0986

CERTIFICATE OF CONVERSION TO CORPORATION

of

SmartyPants, LLC, a Delaware limited liability company

to

SmartyPants, Inc., a Delaware corporation

This Certificate of Conversion to Corporation, effective as of June 28, 2010, has been duly executed and filed by Smarty Pants, LLC, a Delaware limited liability company (the "Other Entity"), to convert the Other Entity to SmartyPants, Inc., a Delaware corporation (the "Corporation"), under Section 265 of the General Corporation Law of the State of Delaware.

1. The Other Entity was first formed on October 30, 2009.
2. The Other Entity is a limited liability company formed under the laws of the State of Delaware.
3. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Corporation was SmartyPants, LLC.
4. The name of the Corporation as set forth in its certificate of incorporation is SmartyPants, Inc.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware (the "Effective Time").
6. At the Effective Time, each outstanding membership interest Unit (as that term is defined in the Other Entity's Operating Agreement) in the Other Entity shall be converted into one share of the Corporation's common stock as further set forth in the Plan of Conversion approved by the Other Entity's members on or about the date hereof.

[signature page follows]

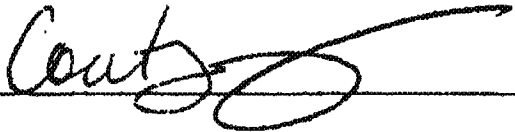
State of Delaware
Secretary of State
Division of Corporations
Delivered 04:29 PM 06/28/2010
FILED 04:29 PM 06/28/2010
SRV 100696754 - 4748307 FILE

TRADEMARK
REEL: 005516 FRAME: 0987

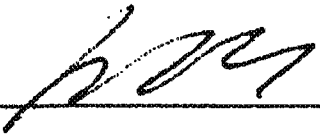
Certificate of Conversion to Corporation
SmartyPants, LLC to
SmartyPants, Inc.
Page 2

IN WITNESS WHEREOF, the undersigned, constituting all of the Managers and Managing Members and duly authorized to execute this Certificate of Conversion to Corporation, have executed this Certificate of Conversion to Corporation as of the date first written above.

SmartyPants, LLC



Courtney Nichols, Manager and Managing Member



Gordon Gould, Manager and Managing Member

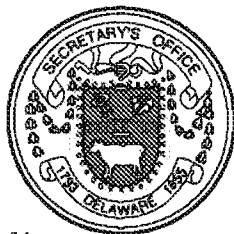
Delaware

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 "SMARTYPANTS, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2010, AT 4:29 O'CLOCK P.M.

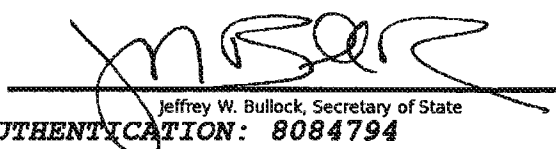
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4748307 8100V

100696754

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8084794

DATE: 06-29-10

TRADEMARK
REEL: 005516 FRAME: 0989

**Certificate of Incorporation
of
SmartyPants, Inc.**

FIRST. The name of the corporation is SmartyPants, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, DE 19904, County of Kent. The name of the corporation's registered agent at such address is National Registered Agents, Inc.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH. This corporation is authorized to issue one class of stock, designated "Common Stock." The total number of shares of Common Stock which this corporation is authorized to issue is 1,200,000 having a par value of \$0.00001 per share.

FIFTH. The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the by-laws of the corporation.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the by-laws.

SEVENTH. To the fullest extent permitted by the General Corporation Law as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exception from liability or limitation thereof is not permitted under the General Corporation Law as the same exists or may hereafter be amended. To the fullest extent permitted by applicable law, this corporation's is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of this corporation (and any other persons to which applicable law permits the corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employec or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by the General Corporation Law, and to purchase and maintain at the corporation's expense insurance to indemnify or insure directors, officers and employees against liability, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others. Neither any amendment nor repeal of this provision, nor the adoption of any provisions of this Certificate of Incorporation inconsistent with this provision, shall eliminate or reduce the effect of this provision in respect of any matter occurring, or any cause of action, suit or claim that, but for this provision, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

EIGHTH. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:29 PM 06/28/2010
FILED 04:29 PM 06/28/2010
SRV 100696754 - 4748307 FILE


**TRADEMARK
REEL: 005516 FRAME: 0990**

Certificate of Incorporation
SmartyPants, Inc.
Page 2

TENTH. The name and mailing address of the incorporator are:

Courtney Nichols
847 Marco Place
Venice, CA 90291

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand effective as of June 28, 2010.



Courtney Nichols, Incorporator

**PLAN OF CONVERSION
FOR THE CONVERSION OF**

SmartyPants, LLC
a Delaware limited liability company
to
SmartyPants, Inc.
a Delaware Corporation

This Plan of Conversion (the "Plan") for the Conversion of SmartyPants, LLC, a Delaware limited liability company (the "LLC"), to SmartyPants, Inc., a Delaware corporation (the "Corporation"), is entered into effective as of June 24, 2010 by and among the undersigned members of the LLC (the "Members"). Certain terms used but not defined herein shall have the meanings given to them in the LLC's Operating Agreement (the "Operating Agreement").

The undersigned constitute (i) all of the Managers of the LLC; and (ii) all of the Members of the LLC, who together hold all of the Common Units of the LLC. The undersigned desire to convert the LLC into a Delaware corporation in accordance with Section 265 of the Delaware General Corporation Law ("Delaware Law"). Accordingly, the undersigned hereby agree as follows:

1. Conversion. At the Effective Time (as defined below), and subject to and upon the terms and conditions of this Plan and the applicable provisions of Delaware Law, the LLC shall be converted into the Corporation (the "Conversion").
2. Effective Time. The Conversion will take place upon the filing and acceptance of the appropriate Certificate of Conversion with Secretary of State of Delaware in accordance with the relevant provisions of California Law and Delaware Law (the time of acceptance by the Secretaries of State of such filings being referred to herein as the "Effective Time").
3. Effects of Conversion. At the Effective Time:
 - a. General. The effect of the Conversion shall be as provided in the applicable provisions of Delaware Law. Accordingly, and without limiting the generality of the foregoing, (i) the Corporation shall for all purposes of the laws of the state of Delaware be deemed to be the same entity as the LLC, having commenced existence on November 4, 1009, which is the date of the LLC's formation; (ii) all of the rights, privileges and powers of the LLC, and all property, real, personal and mixed, and all debts due to the LLC, as well as all other things and causes of action belonging to the LLC, shall remain vested in the Corporation and shall be the property of the Corporation (and shall not be deemed to have been assigned or otherwise transferred to the Corporation); and (iii) all rights of creditors of the LLC and all liens upon any property of the LLC (if any) shall be preserved unimpaired and all debts and liabilities of the LLC shall remain the debts and liabilities of the Corporation (and shall not be deemed to have been assigned or otherwise transferred to the Corporation).
 - b. Certificate of Incorporation. The Corporation's Certificate of Incorporation shall be in the form attached as Exhibit A hereto (the "Certificate of Incorporation"), which Certificate, among other things, designates the rights, preferences and privileges of the common stock into which the Units will be converted as set forth below.

c. Bylaws. The Corporation's Bylaws shall be in the form attached as Exhibit B hereto.

d. Conversion of Units to Stock. Each outstanding Unit of the LLC (including each Founding Unit and each Standard Unit) shall be automatically converted into one share of the Corporation's common stock, having the rights, preferences and privileges set forth in the Certificate of Incorporation. Promptly following the Effective Time, the Corporation will issue stock certificates representing such number of shares to the Members.

e. Operating Agreement. The Operating Agreement shall be automatically terminated and of no further effect, provided, however, that (i) the Operating Agreement shall remain effective with respect to all matters relating to the period prior to the Effective Time; (ii) Article IV (relating to Indemnification), Article XIII (relating to Transfer Restrictions and Related Rights); Article XIV (relating to certain Additional Agreements Among the Members) and Article XV (Miscellaneous) shall survive and not be limited by such termination, except that references to Units shall be deemed to be references to Shares after the Conversion ; and (iii) following the Effective Time, the Managers shall continue to have the authority to take all such action on behalf of the LLC or the Members as may be necessary or appropriate with respect to the LLC or the conversion of the LLC to the Corporation as contemplated hereby.

f. Directors. The initial directors of the Corporation shall be Courtney Nichols and Gordon Gould.

4. Agreement Among Members Converting To Stockholders. In connection with the Conversion, each Member shall enter into the Agreement Among Members Converting To Stockholders in the form attached as Exhibit C hereto.

5. Adoption of Stock Plan. At the Effective Time, the Corporation shall adopt the 2010 Stock Plan (the "Stock Plan") in the form attached as Exhibit D hereto, and the Corporation may issue up to an aggregate of 150,000 shares of Common Stock thereunder. Each of the undersigned, in their capacities as Members of the LLC and stockholders of the Corporation, hereby consents to and approves the Company's adoption of the Stock Plan.

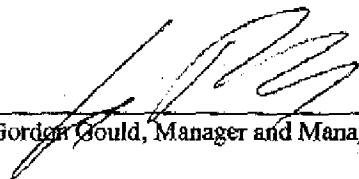
6. Securities Law Matters. Each of the Members represents that (i) Member is an accredited investor, as that term is defined in Rule 501 under the Securities Act of 1933; (ii) Member has had an opportunity to ask questions of the LLC and its management concerning the LLC, the Corporation, the Conversion and the shares issuable upon the Conversion (the "Shares") and has received satisfactory information and responses from the LLC with respect thereto; (iii) Member is acquiring the Shares solely for its own account, not as a nominee or agent, and not with a view to, or for resale in connection with, any distribution thereof, (iv) Member will not offer, sell or otherwise dispose of the Shares or any interest therein except under circumstances that will not result in a violation of the Securities Act or any applicable state securities laws (which may require that the Shares be held indefinitely); (v) Member understands that no public market now exists for the Shares, and that the Corporation has made no assurances that a public market will ever exist for the Shares; (vi) Member understands that there are significant tax and other differences between being a Member of the LLC and a stockholder of the Corporation; and (vii) Member understands that the certificates representing the Shares will bear customary legends with respect to the restricted nature of the Shares.

7. Tax Consequences. For federal tax purposes, the Conversion is intended to constitute a tax-free transaction under Section 351 of the Internal Revenue Code of 1986, as amended.

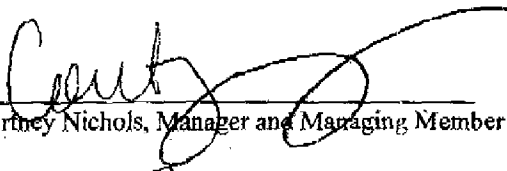
8. Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan or to effect the Conversion, the Founding Members and the officers and directors of the Corporation are fully authorized in the name of and on behalf of the LLC, the Corporation or otherwise to take all such lawful and necessary or desirable action so long as such action is consistent with this Plan.

9. Consent to Conversion. Each of the undersigned, upon execution of this Plan, shall be deemed to have adopted, approved and consented to this Plan and the Conversion in all respects, in their capacities Members and Managers and as otherwise necessary in order to give effect to the transactions contemplated hereby. (Further thereto, and for the avoidance of doubt, the undersigned expressly acknowledge that this Plan shall be deemed to constitute an action by written consent of the Members of the LLC and stockholders of the Corporation to the extent necessary or appropriate to give effect to the foregoing.) Each of the Managers and Managing Members is hereby authorized to take any and all actions and execute and file any and all agreements or documents on behalf of the LLC or the Members as are reasonably necessary to carry out the Conversion and to carry out the intent of the Plan.

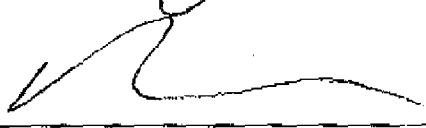
The undersigned have executed this Plan of Conversion as of the date first written above.



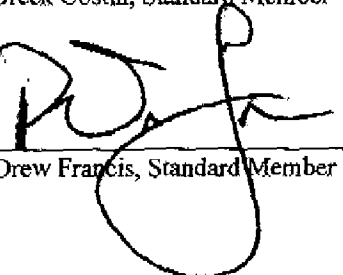
Gordon Gould, Manager and Managing Member



Courtney Nichols, Manager and Managing Member



Breck Costin, Standard Member



Drew Francis, Standard Member