

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM386684

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|---|-----------------------------|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| SIMPLYDELICIOUS.LLC | | 03/15/2016 | Limited Liability Company: COLORADO |
| RECEIVING PARTY DATA | | | |
| Name: | Simply Delicious, Inc. | | |
| Street Address: | 6325 Gunpark Drive, Suite B | | |
| City: | Boulder | | |
| State/Country: | COLORADO | | |
| Postal Code: | 80301 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4782439 | BOBO'S | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 038427899 | | |
| <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: | (212) 479-6000 | | |
| Email: | mobleysg@cooley.com | | |
| Correspondent Name: | Karen Won, Cooley LLP | | |
| Address Line 1: | 1114 Avenue of the Americas | | |
| Address Line 4: | New York, NEW YORK 10036 | | |
| ATTORNEY DOCKET NUMBER: | 318566-20000 | | |
| NAME OF SUBMITTER: | Susan Mobley | | |
| SIGNATURE: | /Susan Mobley/ | | |
| DATE SIGNED: | 06/06/2016 | | |
| Total Attachments: 8 | | | |
| source=Simply Delicious, Inc. - Certificate of Incorporation and Conversion (Certified Copy)#page1.tif | | | |
| source=Simply Delicious, Inc. - Certificate of Incorporation and Conversion (Certified Copy)#page2.tif | | | |
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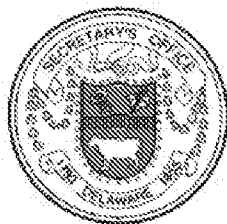
Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A COLORADO LIMITED LIABILITY COMPANY UNDER THE NAME OF "SIMPLYDELICIOUS.LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SIMPLYDELICIOUS.LLC" TO "SIMPLY DELICIOUS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2016, AT 6:39 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5989945 8100F
SR# 20161674568

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

Authentication: 201997656
Date: 03-17-16

TRADEMARK
REEL: 005806 FRAME: 0443

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A FOREIGN LIMITED LIABILITY COMPANY
TO A CORPORATION
PURSUANT TO
SECTIONS 103 AND 265
OF THE DELAWARE GENERAL CORPORATION LAW

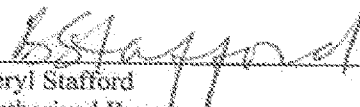
SIMPLYDELICIOUS.LLC, a Colorado limited liability company (the "*Company*"), does hereby certify to the following facts relating to the conversion of the Company into SIMPLY DELICIOUS, INC., a Delaware corporation (the "*Conversion*");

1. The name of the Company immediately prior to filing this Certificate of Conversion is SIMPLYDELICIOUS.LLC.
2. The Company's Articles of Organization were filed with the Secretary of State of the State of Colorado on May 6, 2004.
3. The name of the corporation into which the Company shall be converted pursuant to this Certificate of Conversion is Simply Delicious, Inc.
4. The Conversion shall be effective upon the filing of this Certificate of Conversion.
5. The Conversion has been approved in accordance with the provisions of Section 265 of the Delaware General Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of March 15, 2016.

SIMPLYDELICIOUS.LLC


Beryl Stafford
Authorized Person

Delaware

The First State

Page 1

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 INCORPORATION OF "SIMPLY DELICIOUS, INC." FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2016, AT 6:39 O`CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "JEFFREY W. BULLOCK, Secretary of State" is printed in a small font.

5989945 8100F
SR# 20161674568

Authentication: 201997656
Date: 03-17-16

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

TRADEMARK
REEL: 005806 FRAME: 0446

CERTIFICATE OF INCORPORATION

OF

SIMPLY DELICIOUS, 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 Simply Delicious, Inc.

II.

The registered office of the corporation in the State of Delaware shall be 1209 Orange Street, City of Wilmington, County of New Castle, 19801 and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

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.

IV.

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 6,000,000, each having a par value of \$0.001.

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. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

I.

C. 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 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 corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the corporation 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 corporation 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 officer or 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:

Beryl Stafford
6325 Gunpark Dr.
Suite B
Boulder, Colorado 80301

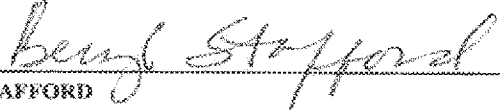
IX.

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against

the corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article IX shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article IX (including, without limitation, each portion of any sentence of this Article IX containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

[Remainder of this page intentionally left blank]

This Certificate has been subscribed as of March 15, 2016 by the undersigned who affirms that the statements made herein are true and correct.



BERYL STAFFORD
Sole Incorporator

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