

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403848

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |
| RESUBMIT DOCUMENT ID: | 900382589 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|--|
| Collage.com, LLC | | 12/05/2013 | Limited Liability Company: MICHIGAN |

RECEIVING PARTY DATA

| | |
|------------------------|-----------------------|
| Name: | Collage.com, Inc. |
| Street Address: | PO Box 1684 |
| City: | Brighton |
| State/Country: | MICHIGAN |
| Postal Code: | 48116 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|-----------------------------|---------|-------------|
| Registration Number: | 4388045 | |
| Registration Number: | 4342257 | COLLAGE.COM |

CORRESPONDENCE DATA**Fax Number:**

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.

Phone: 415-805-1345
Email: lindsey@goldencounsel.com
Correspondent Name: Lindsey Golden
Address Line 1: 1669 18th Avenue
Address Line 4: San Francisco, CALIFORNIA 94122

| | |
|---------------------------|------------------|
| NAME OF SUBMITTER: | Lindsey Golden |
| SIGNATURE: | /Lindsey Golden/ |
| DATE SIGNED: | 10/31/2016 |

Total Attachments: 10

source=Collage.com - Certificate of Conversion (DE) - 112613 (Bodman) - signed#page1.tif
source=Collage.com - Certificate of Conversion (DE) - 112613 (Bodman) - signed#page2.tif
source=Collage.com - Certificate of Conversion (MI) - 112613 (Bodman) - Signed#page1.tif

source=Collage.com - Certificate of Conversion (MI) - 112613 (Bodman) - Signed#page2.tif
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source=Collage.com - Certificate of Conversion (MI) - 112613 (Bodman) - Signed#page5.tif
source=Collage.com, Inc. - Certificate of Incorporation (DE) - 12.5.13#page1.tif
source=Collage.com, Inc. - Certificate of Incorporation (DE) - 12.5.13#page2.tif
source=Delaware Entity Details#page1.tif

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Conversion from a
Delaware or Non-Delaware Limited Liability Company
to a Delaware Corporation**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Liability Company to a Delaware Corporation. The fee to file the Certificate of Conversion is \$164.00 for a 1 page document. Please add \$9 for each additional page. A Certificate of Incorporation is required to be filed simultaneously with the Certificate of Conversion. Enclosed for your convenience, please find a form for a Stock Certificate of Incorporation. Forms for a Non-Stock Certificate of Incorporation can be found on our web site. The fee for filing the Certificate of Incorporation is a minimum of \$89.00 for a 1 page document. Please add \$9 for each additional page. Filing fees for the Certificate of Incorporation will vary depending on the amount of authorized stock. You may contact our office for assistance in calculating these fees. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$100.00. (\$50.00 for the Conversion and \$50.00 for the Certificate of Incorporation) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Rev. 09/05

**TRADEMARK
REEL: 005902 FRAME: 0041**

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 State of Michigan.
- 2.) The jurisdiction immediately prior to filing this Certificate is Michigan.
- 3.) The date the Limited Liability Company first formed is June 27, 2008.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Collage.com, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Collage.com, Inc..
- 6.) The effective filing date of the conversion shall be November 29, 2013.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 27th day of November, A.D. 2013.

By: 

Name: Kevin Borders
Print or Type

Title: President
Print or Type

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Sarah J. Williams - Bodman PLC

Address

201 S. Division St., Suite 400

City

Ann Arbor

State

Michigan

ZIP Code

48104

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION

For use by a Limited Liability Company Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

| | | |
|-----------------------------|---|------------------------------------|
| Entity Name: | | Entity ID: |
| Collage.com, LLC | | E1096Y |
| Indicate (X) Entity Type | <input checked="" type="checkbox"/> | Domestic Limited Liability Company |
| | Street Address, if different than the one provided in Item 3: | |
| | See Item 3 | |
| | <input type="checkbox"/> | Foreign Limited Liability Company |

2. After Conversion

| | | |
|-----------------------------|-------------------------------------|--|
| Entity Name: | | |
| Collage.com, Inc. | | |
| Indicate (X) Entity Type | <input type="checkbox"/> | Domestic Profit Corporation |
| | <input checked="" type="checkbox"/> | Foreign Corporation Delaware profit corporation |
| | <input type="checkbox"/> | Domestic Limited Liability Company |
| | <input type="checkbox"/> | Foreign Limited Liability Company |

If the limited liability company has not commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests, proceed to Item 4.

If the limited liability company has commenced business, proceed to Item 3.

3. Surviving Business Organization

| |
|--|
| Governing Statute: Delaware General Corporation Law |
| Street Address: [1471 Lynwood Lane, White Lake, Michigan 48383] |
| Principal Place of Business: [1471 Lynwood Lane, White Lake, Michigan 48383] |

4. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

| |
|---|
| The conversion is effective on the <u>29th</u> day of <u>November</u> , <u>2013</u> . |
|---|

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

5. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

| Assumed Name | Expiration Date |
|--------------------|-------------------|
| Collage.com | 12/31/2017 |
| | |
| | |

6. The converting limited liability company's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

| Assumed Name |
|--------------|
| |
| |

7. **Signatures:** Complete only Section (a) or (b) for a domestic limited liability company

Complete if the limited liability company has not commenced business:

a) The limited liability company has not yet commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests and the plan of conversion was adopted and approved by unanimous consent of the organizers, in accordance with Section 708(1)(d) of the Act.

Signed this _____ day of _____, _____.

(Signature of Organizer)

(Signature of Organizer)

(Type or Print Name)

(Type or Print Name)

(Signature of Organizer)

(Signature of Organizer)

(Type or Print Name)

(Type or Print Name)

Complete if the limited liability company has commenced business:

b) The plan of conversion was adopted and approved by the unanimous vote of the members, entitled to vote, unless the articles of organization or operating agreement provide otherwise, in accordance with Section 708(1)(c) of the Act.

Signed this 27th day of November, 2013.

By 
(Signature of Member, Manager or Authorized Agent)

Kevin Borders
(Type or Print Name)

Preparer's Name _____

Business telephone number () _____

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Conversion. A document required or permitted to be filed under the Act cannot be filed unless it contains the minimum information required by the Act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address unless you enter a different address in the box on the front of this document.
3. This Certificate is to be used pursuant to section 708 of Act 23, Public Acts of 1993 and section 746 of Act 284, Public Acts of 1972, for the purpose of converting a domestic limited liability company into a business organization.
4. Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
5. Item 4 - This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery to this office, may be stated as an additional article.
6. Item 5 - A converting limited liability company may transfer to the converted entity the use of an assumed name for which a Certificate of Assumed Name is on file with the administrator prior to the conversion.
Pursuant to Sections 212 and 217 of Act 284, Public Acts of 1972, the assumed name of a corporation shall not contain the word limited liability company.
7. Item 6 - The converted entity may use as an assumed name the name of the converting limited liability company and/or assumed names to be used as new assumed names by filing a Certificate of Assumed Name or by providing for the use of the assumed name in the Certificate of Conversion. A provision in the Certificate of Conversion is treated as a new Certificate of Assumed Name.
8. If additional space is required for any section, continue the section on an attachment.
9. *Foreign Limited Liability Companies:* A foreign limited liability company authorized to transact business in this state that is converting into an entity that will not be qualified to transact business in this state will not be withdrawn until a Certificate of Withdrawal (form BCS/CD-761) is filed.
10. This Certificate must be signed by a manager, if managed by one or more managers, a member if management remains in the members or an authorized agent of the company.
11. The Certificate of Conversion must be accompanied by the formation document(s) required to be filed under the laws governing the internal affairs of the converted business organization, in the manner prescribed by those laws.

NONREFUNDABLE FEE: Make remittance payable to the State of Michigan. Include entity name and identification number on check or money order. **Fees are nonrefundable, except fees related to stock increases for profit corporations.**

Converting Limited Liability Company:

| | |
|--|--|
| Certificate of Conversion..... | \$25.00 |
| Each new Assumed Name, if converted entity is a corporation..... | \$10.00 |
| Each new Assumed Name, if converted entity is a limited liability company..... | \$25.00 |
| Attached Articles of Organization..... | \$50.00 |
| Attached Articles of Incorporation..... | ORGANIZATION FEE: BASED ON AUTHORIZED SHARE (Insert Fee) |
| | PLUS NONREFUNDABLE FEE: <u> </u> |
| | TOTAL MINIMUM FEE <u> </u> |

ADDITIONAL FEES DUE FOR AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

| Amount of Increase | Fee |
|-----------------------|--|
| 1-60,000 | \$50.00 |
| 60,001-1,000,000 | \$100.00 |
| 1,000,0001-5,000,000 | \$300.00 |
| 5,000,0001-10,000,000 | \$500.00 |
| More than 10,000,000 | \$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000 or portion thereof |

Attached Application for Certificate of Authority to Transact Business or Conduct Affairs in Michigan for use by foreign corporations

Profit Corporation
NONREFUNDABLE FEE..... \$10.00
INITIAL FRANCHISE FEE.....\$50.00
TOTAL INITIAL ADMISSION FEES.....\$60.00

Nonprofit Corporation
NONREFUNDABLE FEE..... \$10.00
FRANCHISE FEE.....\$10.00
TOTAL INITIAL ADMISSION FEES.....\$20.00

Attached Application for Certificate of Authority to Transact Business for use by foreign limited liability companies.....\$50.00

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Bureau of Commercial Services
Corporation Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

First: The name of this Corporation is Collage.com, Inc.

Second: Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange St., in the City of Wilmington, County of New Castle, Zip Code 19801. The registered agent in charge thereof is CT Corporation.

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

Fourth: (i) The total number of shares of capital stock which the Corporation is authorized to issue is 11,000,000 shares, with a par value of \$0.00001 per share, which are divided into two classes as follows:

- (a) 9,000,000 shares of Class A Common Stock (the "Class A Common Stock"); and
- (b) 2,000,000 shares of Class B Common Stock (the "Class B Common Stock").

(ii) The Class A Common Stock and Class B Common Stock shall have identical rights, preferences, privileges and restrictions (if any), except that the Class B Common Stock shall have no voting rights and the holders of such Stock shall not be entitled to receive notice of or to vote at any meetings of the shareholders of the Corporation. The Class A Common Stock shall be full voting stock for all purposes.

Fifth: The name and mailing address of the incorporator are as follows:

Kevin Borders
P.O. Box 1684
Brighton, MI 48116

Sixth: 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 for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to further eliminate or limit, or to authorize further elimination or limitation of, the personal liability of directors for breach of fiduciary duty as a director, then the personal liability of a director to the Corporation or its stockholders shall be automatically eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Seventh: The Corporation shall indemnify each of the individuals who may be indemnified, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as it may be amended from time to time ("Section 145"), in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145. In addition, the Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under Section 145, the Corporation is not obligated, but is permitted or empowered, to make such indemnification. The Corporation may, in the sole discretion of the Board, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board deems advisable, as permitted by such section. The Corporation shall promptly make or cause to be made any determination which Section 145 requires.

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, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this December 5, 2013.

By: Kevin Borders
Kevin Borders, Incorporator

Department of State: Division of Corporations

Allowable Characters

HOME

- About Agency
- Secretary's Letter
- Newsroom
- Frequent Questions
- Related Links
- Contact Us
- Office Location

SERVICES

- Pay Taxes
- Bulk Tax Payment (alternative entity payment only)
- File UCC's
- Delaware Laws Online
- Name Reservation
- Entity Search
- Status
- Validate Certificate
- Customer Service Survey

INFORMATION

- Corporate Forms
- Corporate Fees
- UCC Forms and Fees
- Taxes
- Expedited Services
- Service of Process
- Registered Agents
- Get Corporate Status
- Submitting a Request
- How to Form a New Business Entity
- Certifications, Apostilles & Authentication of Documents

[Frequently Asked Questions](#) [View Search Results](#)

Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

File Number: **5444527** Incorporation Date / **12/5/2013**
Formation Date: (mm/dd/yyyy)

Entity Name: **COLLAGE.COM, INC.**

Entity Kind: **Corporation** Entity Type: **General**

Residency: **Domestic** State: **DELAWARE**

REGISTERED AGENT INFORMATION

Name: **THE CORPORATION TRUST COMPANY**

Address: **CORPORATION TRUST CENTER 1209 ORANGE ST**

City: **WILMINGTON** County: **New Castle**

State: **DE** Postal Code: **19801**

Phone: **302-658-7581**

Additional information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00

Would you like Status Status, Tax & History Information

For help on a particular field click on the Field Tag to take you to the help area.

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