

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM414840

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Serious Food, Inc.		06/02/2015	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Serious Eats, Inc.		
<b>Street Address:</b>	7525 SE 24TH STREET		
<b>Internal Address:</b>	C/O FEXY MEDIA		
<b>City:</b>	MERCER ISLAND		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98040		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3474023	SERIOUS EATS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7147558290		
<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>Email:</b>	ipdocket@lw.com		
<b>Correspondent Name:</b>	Latham & Watkins LLP c/o Julie Dalke		
<b>Address Line 1:</b>	650 Town Center Dr, 20th fl		
<b>Address Line 2:</b>	(053934-0000)		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	053934-0000		
<b>NAME OF SUBMITTER:</b>	Adam Kummins		
<b>SIGNATURE:</b>	/Adam Kummins/		
<b>DATE SIGNED:</b>	02/03/2017		
<b>Total Attachments: 5</b>			
source=SERIOUS EATS, INC. DE - RESTATED CERTIFICATE_653459-5-5-0#page1.tif			
source=SERIOUS EATS, INC. DE - RESTATED CERTIFICATE_653459-5-5-0#page2.tif			
source=SERIOUS EATS, INC. DE - RESTATED CERTIFICATE_653459-5-5-0#page3.tif			
source=SERIOUS EATS, INC. DE - RESTATED CERTIFICATE_653459-5-5-0#page4.tif			

OP \$40.00 3474023



# Delaware

PAGE 1

*The First State*

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 RESTATED CERTIFICATE OF "SERIOUS FOOD, INC.", CHANGING ITS NAME FROM "SERIOUS FOOD, INC." TO "SERIOUS EATS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2015, AT 2:34 O'CLOCK P.M.


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

5731020 8100

150866138

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: 2429924

DATE: 06-02-15

TRADEMARK  
REEL: 005981 FRAME: 0189

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION OF**  
**SERIOUS FOOD, INC.**

Serious Food, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), certifies that:


A. The name of the Corporation is Serious Food, Inc. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2015.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and has been duly approved by the written consent of the stockholder of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

C. The text of the Certificate of Incorporation is amended and restated in its entirety to read as set forth in EXHIBIT A attached hereto.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, Serious Food, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its Secretary and Chief Financial Officer as of this 1st day of June, 2015.

By:   
Name: Ben Sternberg  
Title: Secretary and CFO

**EXHIBIT A**

**FIRST**

The name of the corporation (the "Corporation") is Serious Eats, Inc.

**SECOND**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is the Corporation Service Company.

**THIRD**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended ("DGCL") or any successor statute.

**FOURTH**

The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which are Common Stock, with a par value of \$0.0001.

**FIFTH**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation.

**SIXTH**

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**SEVENTH**

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**EIGHTH**

(A) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the DGCL, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit

of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(B) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(C) The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(D) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(E) Any repeal or modification of the foregoing provisions of this Article EIGHTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

#### NINTH

Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.