

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415529

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Learning Machine, Inc.		04/20/2015	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Learning Machine, Inc.		
Street Address:	12001 N. CENTRAL EXPRESSWAY		
Internal Address:	SUITE 1025		
City:	DALLAS		
State/Country:	TEXAS		
Postal Code:	75243		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3856154	SLIDEROOM	
CORRESPONDENCE DATA			
Fax Number:	9723789111		
<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:	972-378-9111		
Email:	ipdocketing@dallasbusinesslaw.com		
Correspondent Name:	Ferguson Braswell Fraser Kubasta, PC		
Address Line 1:	2500 Dallas Parkway		
Address Line 2:	Suite 600		
Address Line 4:	Plano, TEXAS 75093		
NAME OF SUBMITTER:	Kelly J. Kubasta		
SIGNATURE:	/Kelly J. Kubasta/		
DATE SIGNED:	02/09/2017		
Total Attachments: 4			
source=Signed_Learning Machine - TX Certificate of Conversion (TX to DE)#page1.tif			
source=Signed_Learning Machine - TX Certificate of Conversion (TX to DE)#page2.tif			
source=Signed_Learning Machine - Certificate of Incorporation#page1.tif			
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OP \$40.00 3856154

**Certificate of Conversion
of a
Texas Corporation
to a
Delaware Corporation**

Converting Entity Information

1. The name of the converting Texas corporation is: **Learning Machine, Inc.**
2. The jurisdiction of formation of the corporation is **Texas**.
3. The date of formation of the Texas corporation is **11/05/2014**.
4. The file number issued to the corporation by the Secretary of State is **802095997**.

Converted Entity Information

5. The corporation named above is converting to a Delaware corporation. The name of the Delaware corporation will be: **Learning Machine, Inc.**
6. The corporation will be formed under the laws of **Delaware**.

Plan of Conversion

7. A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

**12001 N. Central Expressway
Suite #1025
Dallas, Dallas County, TX 75243**

8. A signed plan of conversion will be on file after the conversion at the principal place of business of the converted entity. The address of the principal place of business of the converted corporation is:

**12001 N. Central Expressway
Suite #1025
Dallas, Dallas County, TX 75243**

9. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or shareholder of the converting or converted entity.

Approval of the Plan of Conversion

10. The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing
(Select either A, B, or C)

- A. X This document becomes effective when the document is accepted and filed by the Secretary of State.
- B. _____ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____.
- C. _____ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The ninetieth (90th) day after the date of signing is: _____.

The following event or fact will cause the document to take effect in the manner described below: _____

Tax Certificate

11. In lieu of providing the tax certificate, the converted corporation will be and assume all liability for the payment of any franchise and/or sales taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 4/20/2015

LEARNING MACHINE, INC.

By: 

Name: Chris Jagers

LEARNING MACHINE, INC.

CERTIFICATE OF INCORPORATION

ARTICLE I: NAME

The name of the corporation is Learning Machine, Inc.

ARTICLE II: AGENT FOR SERVICE OF PROCESS

[The address of the registered office of the corporation in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the corporation at that address is Incorporating Services, Ltd.]

ARTICLE III: PURPOSE

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 the State of Delaware.

ARTICLE IV: AUTHORIZED STOCK

The total number of shares of stock which the corporation has authority to issue is Two Million Eight Hundred Fifty Thousand (2,850,000) shares, all of which shall be Common Stock, \$0.0001 par value per share.

ARTICLE V: AMENDMENT OF BYLAWS

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

ARTICLE VI: VOTE BY BALLOT

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VII: DIRECTOR LIABILITY

1. Limitation of Liability. To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

2. **Change in Rights.** Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE VIII: CREDITOR AND STOCKHOLDER COMPROMISES

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE IX: INCORPORATOR

The name and mailing address of the incorporator is Chris Jagers, 12001 N. Central Expressway, Suite #1025, Dallas, TX 75243.

The undersigned incorporator hereby acknowledges that the foregoing certificate is the act and deed of the undersigned and that the facts stated herein are true.

Dated: April 20, 2015



Chris Jagers, Incorporator