

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM436254

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/14/2016

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SOLE ASSETS HOLDINGS, INC.		03/14/2016	Corporation:

**RECEIVING PARTY DATA**

<b>Name:</b>	TEXAS SOLE ASSETS HOLDINGS, INC.
<b>Street Address:</b>	4224 Armstrong Parkway
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75205
<b>Entity Type:</b>	Corporation: TEXAS

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
<b>Serial Number:</b>	86033158	GRAMICCI
<b>Registration Number:</b>	2482242	GRAMICCI
<b>Registration Number:</b>	2228260	GRAMICCI
<b>Registration Number:</b>	1727708	GRAMICCI
<b>Registration Number:</b>	2211056	
<b>Registration Number:</b>	4829647	G GRAMICCI
<b>Registration Number:</b>	4629423	LET'S SWEAT
<b>Registration Number:</b>	4269914	NPT
<b>Registration Number:</b>	4176347	NPT
<b>Registration Number:</b>	4177751	NPT NATURAL PERFORMANCE TECHNOLOGY
<b>Registration Number:</b>	3653130	START SOMEWHERE
<b>Registration Number:</b>	4530492	WINTER WONDER UNDERLAYER

**CORRESPONDENCE DATA**

Fax Number: 2026261700

*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: 202-879-4694

Email: skayser@jonesday.com, kbaird@jonesday.com,

**TRADEMARK**

**Correspondent Name:** rgeist@jonesday.com  
Susan M. Kayser  
**Address Line 1:** 51 Louisiana Avenue, NW  
**Address Line 4:** Washington, D.C. 20001

**ATTORNEY DOCKET NUMBER:** 069430-600006

**NAME OF SUBMITTER:** Susan M. Kayser

**SIGNATURE:** /Susan M. Kayser/

**DATE SIGNED:** 07/24/2017

**Total Attachments: 14**

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## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the “**Reincorporation Merger Agreement**”) is made as of the 14<sup>th</sup> day of March, 2016 by and between SOLE ASSETS HOLDINGS, INC., a California corporation (“**Sole Assets CA**”), and TEXAS SOLE ASSETS HOLDINGS, INC., a Texas corporation (“**Sole Assets TX**”).

**WHEREAS**, Sole Assets CA is a corporation duly organized and existing under the laws of the State of California;

**WHEREAS**, Sole Assets TX is a corporation duly organized and existing under the laws of the State of Texas;

**WHEREAS**, on the date hereof, Sole Assets CA’s authorized capital stock consists of 2,000 shares of common stock, no par value (“**Sole Assets CA Common Stock**”), of which 1,052.63 shares are issued and outstanding as of the date hereof.

**WHEREAS**, on the date hereof, Sole Assets TX’s authorized capital stock consists of 2,000 shares of common stock, no par value (“**Sole Assets TX Common Stock**”), of which 1,052.63 shares are issued and outstanding as of the date hereof.

**WHEREAS**, the respective Boards of Directors of Sole Assets CA and Sole Assets TX have determined that it is advisable and in the best interests of the two corporations that Sole Assets CA merge into Sole Assets TX upon the terms and conditions provided herein for the purpose of effecting the reincorporation of Sole Assets CA in the State of Texas;

**WHEREAS**, Sole Assets CA and Sole Assets TX intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986;

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, Sole Assets CA and Sole Assets TX hereby agree to merge in accordance with the following plan:

1. **Merger.** Sole Assets CA shall be merged with and into Sole Assets TX and Sole Assets TX shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Texas, but the corporate existence of Sole Assets CA shall cease forthwith upon the Effective Time (as defined below). Sole Assets TX is sometimes hereinafter referred to as the “**Surviving Corporation**”. Sole Assets CA is sometimes hereinafter referred to as the “**Disappearing Corporation**”. Upon consummation of the merger, without any other transfer or documentation, on the Effective Time, the Surviving Corporation shall (i) succeed to all of the Disappearing Corporations’ rights and property; and (ii) be subject to all of Disappearing Corporations’ liabilities and obligations.

2. **Effective Time.** This Reincorporation Merger Agreement shall become effective immediately upon compliance with the laws of the States of California and Texas, the time of such effectiveness being hereinafter the “**Effective Time**”.

3. **Certificate of Formation.** The Certificate of Formation of Sole Assets TX shall be the Certificate of Formation of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof.

4. **Bylaws.** The Bylaws of Sole Assets TX as they exist at the Effective Time shall be the Bylaws of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof.

5. **Board of Directors and Officers.** The members of the Board of Directors and the officers of the Surviving Corporation immediately after the Effective Time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of Sole Assets TX immediately prior to the Effective Time, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. **Further Assurances.** From time to time, as and when required by Sole Assets TX or by its successors and assigns, there shall be executed and delivered on behalf of Sole Assets CA such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Sole Assets CA, and otherwise to carry out the purposes of this Reincorporation Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Sole Assets CA or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. **Common Stock of Sole Assets CA.** Upon the Effective Time, without any action on the part of the holder thereof, each share of outstanding Sole Assets CA Common Stock held by the holders prior thereto shall be cancelled and retired. No shares of Sole Assets TX or other securities of Sole Assets TX shall be issued in respect thereof, and no amount shall be paid or other property delivered in respect thereof.

8. **Common Stock of Sole Assets TX.** Upon the Effective Time, without any action on the part of the holder thereof, each share of issued and outstanding Sole Assets TX Common Stock immediately prior thereto, shall remain unchanged and shall represent all of the issued and outstanding shares of the Common Stock of Sole Assets TX.

9. **Common Stock Certificates.** On and after the Effective Time, all of the outstanding certificates which, prior to that time, represented shares of Sole Assets CA Common Stock shall be surrendered and cancelled. All of the outstanding certificate which, prior to the the Effective Time represented shares of Sole Assets TX Common Stock shall be deemed for all purposes to evidence the ownership of Sole Assets TX Common Stock.

10. *Amendment.* At any time before or after approval and adoption of this Reincorporation Merger Agreement by the shareholders of Sole Assets CA and prior to the Effective Time, this Reincorporation Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Sole Assets CA and Sole Assets TX to be necessary, desirable or expedient; provided, however, that, after the approval of this Reincorporation Merger Agreement by the shareholders of Sole Assets CA, such amendment may not materially adversely affect the rights and interests of the shareholders of Sole Assets CA.

12. *Abandonment.* At any time before the Effective Time, this Reincorporation Merger Agreement may be terminated and the merger provided for herein may be abandoned, by the Board of Directors of either Sole Assets CA or Sole Assets TX or both, notwithstanding the approval of this Reincorporation Merger Agreement by the shareholders of Sole Assets CA or Sole Assets TX or both.

13. *Counterparts.* In order to facilitate the filing and recording of this Reincorporation Merger Agreement, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

**IN WITNESS WHEREOF**, this Reincorporation Merger Agreement, having first been duly approved by resolution of the Boards of Directors of Sole Assets CA and Sole Assets TX, is hereby executed on behalf of Sole Assets CA and Sole Assets TX by their respective officers thereunto duly authorized, as of the date first above written.

SOLE ASSETS HOLDINGS, INC.,  
a California corporation

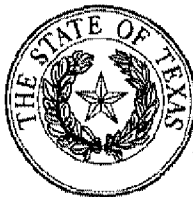
By: 

Paul Buxbaum  
President

TEXAS SOLE ASSETS HOLDINGS, INC.,  
a Texas corporation

By: 

Paul Buxbaum  
President



## Office of the Secretary of State

March 18, 2016

Registered Agent Solutions, Inc.  
1701 Directors Blvd., Suite 300  
Austin, TX 78744 USA

RE:  
Texas Sole Assets Holdings, Inc. ( File Number: 802414163 )

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Sole Assets Holdings, Inc.  
Foreign For-Profit Corporation  
California, USA  
[Entity not of Record, Filing Number Not Available]

Into

Texas Sole Assets Holdings, Inc.  
Domestic For-Profit Corporation  
[File Number: 802414163]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 03/17/2016

Effective: 03/17/2016



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos  
Secretary of State

**Form 622**  
**(Revised 12/15)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: see instructions**



**Certificate of Merger  
Combination Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**MAR 17 2016**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

Texas Sole Assets Holdings, Inc.

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX United States The file number, if any, is 802414163  
*State Country Texas Secretary of State file number*

Its principal place of business is 4224 Armstrong Parkway Dallas TX  
*Address City State*

- The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 2**

Sole Assets Holdings, Inc.

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

CA United States The file number, if any, is \_\_\_\_\_  
*State Country Texas Secretary of State file number*

Its principal place of business is 28632 Roadside Drive, Suite 150 Agoura Hills CA  
*Address City State*

- The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 3**

*Name of Organization*

The organization is a \_\_\_\_\_ It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*



The file number, if any, is \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_

Texas Secretary of State file number \_\_\_\_\_

Its principal place of business is \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

- The organization will survive the merger.       The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
*Name as Amended*

### Plan of Merger

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

\_\_\_\_\_  
*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

**4. Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

\_\_\_\_\_  
*Name of New Organization 1* *Jurisdiction* *Entity Type (See instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip Code*

\_\_\_\_\_  
*Name of New Organization 2* *Jurisdiction* *Entity Type (See instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip Code*

\_\_\_\_\_  
*Name of New Organization 3* *Jurisdiction* *Entity Type (See instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip*

**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
was not required by the provisions of the BOC.

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

A.  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 on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

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

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

Text Area

### Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise 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, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: March 14, 2016

Texas Sole Assets Holdings, Inc.

Merging Entity Name



Signature of authorized person (see instructions)

Paul Buxbaum, President

Printed or typed name of authorized person

Sole Assets Holdings, Inc.

Merging Entity Name



Signature of authorized person (see instructions)

Paul Buxbaum, President

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697

2710225 OUT



01340830  
Carlos H. Cascos  
Secretary of State

## Office of the Secretary of State

FILED JRM  
Secretary of State  
State of California

MAR 23 2016

lee

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Texas Sole Assets Holdings, Inc.  
Filing Number: 802414163

Certificate of Merger

March 17, 2016

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 22, 2016.



*Carlos H. Cascos*

Carlos H. Cascos  
Secretary of State

Form 622  
(Revised 12/15)  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: see instructions



This space reserved for office use.

Certificate of Merger  
Combination Merger  
Business Organizations Code

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 17 2016  
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Texas Sole Assets Holdings, Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX United States The file number, if any, is 802414163  
*State Country Texas Secretary of State file number*

Its principal place of business is 4224 Armstrong Parkway Dallas TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

Sole Assets Holdings, Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

CA United States The file number, if any, is \_\_\_\_\_  
*State Country Texas Secretary of State file number*

Its principal place of business is 28632 Roadside Drive, Suite 150 Agoura Hills CA  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a RECEIVED  
*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

RECEIVED

Form 622  
BN 20314339v1

MAR 17 2016

MAR 17 2016

Secretary of State

Secretary of State

TRADEMARK

REEL: 006112 FRAME: 0013

The file number, if any, is \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_ Texas Secretary of State file number \_\_\_\_\_  
 Its principal place of business is \_\_\_\_\_  
 Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_

- The organization will survive the merger.       The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended \_\_\_\_\_

**Plan of Merger**

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

**Alternative Statements**

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

Name of filing entity effecting amendments \_\_\_\_\_

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

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

Tax area

[Empty rectangular box for tax area details]

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise 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, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: March 14, 2016

Texas Sole Assets Holdings, Inc.

Merging Entity Name

*Paul Buxbaum*

Signature of authorized person (see instructions)

Paul Buxbaum, President

Printed or typed name of authorized person

Sole Assets Holdings, Inc.

Merging Entity Name

*Paul Buxbaum*

Signature of authorized person (see instructions)

Paul Buxbaum, President

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

proposed to be...  
Form 622...  
BN 203143309





I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 28 2016

Date: \_\_\_\_\_

Handwritten signature of Alex Padilla in cursive.

ALEX PADILLA, Secretary of State

**TRADEMARK**

**REEL: 006112 FRAME: 0016**

**RECORDED: 07/24/2017**