

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM454384

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900425567		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PepPod LLC		04/17/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	PepPod, Inc.		
Street Address:	621 Kalamath Street		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80204		
Entity Type:	Corporation: COLORADO		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4940756	DROP DISSOLVE DRINK	
Registration Number:	3734661	ENERGY EVOLVED	
Registration Number:	5156857	P	
Registration Number:	4183678	PEPPOD	
Registration Number:	5046584	PEPPOD	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3034732703		
Email:	docket@hollandhart.com		
Correspondent Name:	Tracy B. Gray		
Address Line 1:	P.O. Box 8749		
Address Line 2:	Attn: Trademark Docketing		
Address Line 4:	Denver, COLORADO 80201		
ATTORNEY DOCKET NUMBER:	87366.0001		
NAME OF SUBMITTER:	Tracy B. Gray		
SIGNATURE:	/Tracy B. Gray/		

DATE SIGNED:

12/13/2017

Total Attachments: 13

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Colorado Secretary of State
 Date and Time: 04/17/2017 06:22 PM
 ID Number: 20131094365
 Document number: 20171292741
 Amount Paid: \$100.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number	<u>20131094365</u>		
	<small>(Colorado Secretary of State ID number)</small>		
Entity name or true name	<u>PepPod LLC</u>		
Form of entity	<u>Foreign Limited Liability Company</u>		
Jurisdiction	<u>Delaware</u>		
Street address	<u>621 Kalamath Street</u>		
	<small>(Street number and name)</small>		
	<u>Denver</u>	<u>CO</u>	<u>80204</u>
	<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>
	<small>(Province – if applicable)</small>	<u>United States</u>	
		<small>(Country)</small>	
Mailing address <small>(leave blank if same as street address)</small>	<u></u>		
	<small>(Street number and name or Post Office Box information)</small>		
	<u></u>	<u></u>	<u></u>
	<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>
	<small>(Province – if applicable)</small>	<u>United States</u>	
		<small>(Country)</small>	

2. The entity name of the resulting entity is PepPod , Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)
 The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is

such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Hauptman</u>	<u>Roger</u>		
(Last)	(First)	(Middle)	(Suffix)
<u>280 Detroit Street</u>			
(Street number and name or Post Office Box information)			
<hr/>			
<u>Denver</u>	<u>CO</u>	<u>80206</u>	
(City)	(State)	(ZIP/Postal Code)	
<u>United States</u>			
(Province – if applicable)		(Country)	

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

PepPod, Inc.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address 621 Kalamath Street
(Street number and name)

Denver CO 80204
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
 (if an individual) Pearce Jennifer
(Last) (First) (Middle) (Suffix)

or

(if an entity)
 (Caution: Do not provide both an individual and an entity name.)

Street address 621 Kalamath Street
(Street number and name)

Denver CO 80204
(City) (State) (ZIP/Postal Code)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

CO
(City) (State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) _____
(Last) (First) (Middle) (Suffix)

or

(if an entity) Hauptman, LLC
(Caution: Do not provide both an individual and an entity name.)

Mailing address 280 Detroit Street
(Street number and name or Post Office Box information)

Denver CO 80206
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

The corporation is authorized to issue _____ common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

Hauptman Roger _____
(Last) (First) (Middle) (Suffix)
280 Detroit Street
(Street number and name or Post Office Box information)

Denver CO 80206
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ADDENDUM TO ARTICLES OF INCORPORATION
OF
PEPPOD, INC.**

FIRST: The name of this corporation is PepPod, Inc. (the “Corporation”).

SECOND: The address of the Corporation’s registered office in the State of Colorado is 280 Detroit Street, Denver CO 80206, CO, United States. The name of its registered agent at such location is Hauptman, LLC.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Colorado Business Corporation Act

FOURTH: The total number of shares of all classes of stock which the Corporation has authority to issue is 29,079,027 consisting of 15,000,000 shares of Common Stock, no par value (the “Common Stock”), and 14,079,027 shares of Preferred Stock, no par value (the “Preferred Stock”), which Preferred Stock consist of 1,950,000 authorized shares of Series Seed A-1 Preferred Stock (the “Series A-1 Preferred”) and 12,129,027 authorized shares of Series Seed A-2 Preferred Stock (the “Series A-2 Preferred”).

The powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect to the Common Stock and the Preferred Stock shall be as follows:

1. Dividend Rights. In the event that the Corporation declares or pays any dividends upon the Common Stock (whether payable in cash, securities or other property), the Corporation shall also declare and pay to the holders of the Preferred Stock at the same time that it declares and pays such dividends to the holders of the Common Stock, the dividends which would have been declared and paid with respect to the Common Stock issuable upon conversion of the Preferred Stock had all of the outstanding Series A-1 Preferred and Series A-2 Preferred been converted immediately prior to the record date for such dividend, or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined.

2. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary (a “Liquidation Event”), distributions to the stockholders of the Corporation shall be made in the following manner:

2.1 Preferential Amount. The holders of each share of the Series A-1 Preferred and Series A-2 Preferred then outstanding shall be entitled to be paid first, pari passu, out of the assets and funds of the Corporation legally available therefor an amount equal to (a) \$1.00 per share of Series A-1 Preferred (which amount shall be subject to adjustment whenever there shall occur a stock dividend, stock split, combination of shares, reclassification or other similar event with respect to the Series A Preferred), and (b) \$0.147 per share of Series A-2 Preferred (which amount shall be subject to adjustment whenever there shall occur a stock dividend, stock split, combination of shares, reclassification or other similar event with respect to the Series A Preferred) (such sum, the “Series A Payment in Full”). If, upon any liquidation, distribution or winding up, the assets of the Corporation shall be insufficient to make the Series A Payment in Full, then such assets shall be

distributed among the holders of the Series A-1 Preferred and Series A-2 Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

2.2 Participation. After payment has been made or the setting apart of payment of the full preferential amount set forth above to the holders of Series A-1 Preferred and the Series A-2 Preferred, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock and Preferred Stock ratably on an as converted to Common Stock, per-share basis.

2.3 Deemed Liquidation. A sale or other disposition of all or substantially all of the assets of the Corporation, or a merger, acquisition, consolidation, reorganization or similar transaction or series of related transactions which results in the Corporation's stockholders immediately prior to such transaction holding less than 50% of the voting power of the surviving, continuing or purchasing entity shall be deemed to be a Liquidation Event within the meaning of this Section 2. Notwithstanding the foregoing, the sale of shares of Preferred Stock in a bona fide financing transaction shall not be deemed a Liquidation Event.

2.4 Non-Cash Distribution. If any of the assets of the Corporation are to be distributed other than in cash under this Section 2, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the board of directors of the Corporation.

3. Voting Rights. Except as required by law, as provided below in Section 5 of these Articles or in accordance with the Bylaws, the holders of Preferred Stock and the holders of Common Stock shall vote together as a single class upon all matters upon which the stockholders of the Corporation are generally entitled to vote as follows: (i) the holders of the Preferred Stock shall have one vote for each full share of Common Stock into which their respective shares of Preferred Stock are convertible on the record date for the vote and (ii) the holders of Common Stock shall have one vote per share of Common Stock. Holders of Common Stock and Preferred Stock shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation. Fractional votes by the holders of Preferred Stock shall not, however, be permitted, and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by a holder could be converted) be rounded to the nearest whole number.

4. Conversion to Common Stock. The Preferred Stock shall be convertible into Common Stock of the Corporation as follows:

4.1 Definitions. For purposes of this Section 4 the following definitions shall apply:

4.1.1 “Conversion Price” shall mean shall mean \$1.00 per share for the Series A-1 Preferred and \$0.147 per share for the Series A-2 Preferred (each subject to adjustment from time to time for recapitalizations and as otherwise set forth elsewhere herein).

4.1.2 “Convertible Securities” shall mean any indebtedness or shares of stock and other securities convertible into or exchangeable for Common Stock, including the Preferred Stock.

4.1.3 “Options” shall mean any rights, warrants or options to subscribe for, purchase or otherwise acquire or receive Common Stock or Convertible Securities.

4.1.4 “Original Issue Date” shall mean the first date on which the Corporation issues any shares of the Series A-1 Preferred or of the Series A-2 Preferred.

4.1.5 “Original Issue Price” shall mean \$1.00 per share with respect to the Series A-1 Preferred and \$0.147 per share with respect to the Series A-2 Preferred.

4.2 Right to Convert; Initial Conversion Price. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by dividing the Original Issue Price for the relevant series by the Conversion Price for such series. (The number of shares of Common Stock into which each share of Preferred Stock of a series may be converted is hereinafter referred to as the “**Conversion Rate**” for each such series.) Upon any decrease or increase in the Conversion Price for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

Before any holder of Preferred Stock shall be entitled to convert the same into Common Stock, it shall surrender the certificate or certificates therefor, duly endorsed, to the office of the Corporation or any transfer agent for such Preferred Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same. The Corporation shall, as soon as reasonably practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to his nominee or nominees, a certificate for the number of full shares of Common Stock to which such holder shall be entitled, and if less than all of the shares of Preferred Stock represented by such certificate are converted, a certificate representing the shares of Preferred Stock not converted. Such conversion shall be deemed to have been made as of the date of such surrender of the certificate for the Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on such date. If the conversion is in connection with an offer of securities registered pursuant to the Securities Act of 1933, as amended (the “Securities Act”), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

4.3 Adjustments to Conversion Price. The Conversion Price in effect from time to time for the Preferred Stock shall be subject to adjustment in certain cases as follows:

4.3.1 Adjustments for Stock Splits, Dividends, Distributions and Combinations. In the event the Corporation should at any time or from time to time after the Original Issue Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock, Options or Convertible Securities, then, following such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), the Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be increased in proportion to such increase in the number of outstanding shares of Common Stock (including for this purpose, Options and Convertible Securities). If the number of shares of Common Stock outstanding at any time after the Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be decreased in proportion to such decrease in the number of outstanding shares of Common Stock.

4.3.2 Adjustments for Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, or assets (excluding cash dividends payable out of retained earnings) then, in each such case for the purpose of this Section 4.3.2, the holders of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

4.3.3 Adjustments for Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock or any reclassification of the Corporation's stock, or the consolidation or merger in which the Corporation is the continuing entity and which does not result in any change in the Common Stock (other than an event provided for in Sections 4.3.1 or 4.3.2 hereof), provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of shares of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect for such series and the number of shares issuable conversion of shares of Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

4.3.4 Successive Changes. The above provisions of this Section 4 shall similarly apply to successive dividends or other distributions, or other transactions after the Original Issue Date.

4.3.5 No Impairment. The Corporation will not, without the consent of the majority of the holders of then outstanding Preferred Stock as required under these Articles, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment.

4.3.6 Miscellaneous Conversion Price Matters. The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares of Common Stock deliverable upon conversion of all of the then outstanding Preferred Stock and shall, at its own expense, take all such actions and obtain all such permits and orders as may be necessary to enable the Corporation lawfully to issue such Common Stock upon the conversion of such Preferred Stock.

4.3.7 No Fractional Shares. No fractional shares shall be issued upon conversion of shares of the Preferred Stock into Common Stock and if the conversion would result in the issuance of such a fraction of a share of Common Stock, the Corporation shall, in lieu of such fractional share, pay the holder a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

4.3.8 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of either the Series A-1 Preferred or the Series A-2 Preferred pursuant to this Section 4, the Corporation, at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock so affected, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price at the time in effect for such series, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of such series of Preferred Stock.

4.3.9 No Adjustment. No adjustment of the Conversion Price for any series of Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be taken into account in any subsequent adjustment made hereunder.

4.4 Automatic Conversion.

4.4.1 Events of Automatic Conversion. Each share of Preferred Stock shall automatically be converted into Common Stock of the Corporation at the then effective Conversion Price upon the closing of a firmly underwritten public offering in which Common Stock is sold by

the Corporation pursuant to an effective registration statement under the Securities Act (other than a registration statement with respect to either (A) an employee benefit plan, or (B) a transaction described in Rule 145 under the Securities Act), with an aggregate public offering price of at least \$25,000,000 (a “QPO”).

4.4.2 Effects of Automatic Conversion. On and after the date of an automatic conversion pursuant to Section 4.4.1, notwithstanding that any certificates for the shares of Preferred Stock shall not have been surrendered for conversion, the shares of Preferred Stock evidenced thereby shall be deemed to be automatically converted without any further action by the holders of such shares and be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder (i) to receive the shares of Common Stock to which such holder shall be entitled upon conversion thereof and (ii) to receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled. In the event that any holder of Preferred Stock presents such holder’s certificate therefor for surrender to the Company or its transfer agent upon such conversion, a certificate for the number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on such conversion date will be promptly issued and delivered to such holder.

4.5 Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution (other than a cash dividend) including any distribution upon the occurrence of a Liquidation Event, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Preferred Stock at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right, including, in the case of a Liquidation Event, the nature of the event and the amount, terms and conditions of payment and/or distribution to the holders of Common Stock and Preferred Stock and the date upon which such Liquidation Event shall occur.

4.6 Lost Certificates. Upon receipt of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of a stock certificate and, in the case of any such loss, theft or destruction, upon receipt of an indemnity agreement reasonably satisfactory to the Corporation, or in the case of any such mutilation upon surrender and cancellation of such stock certificate, the Corporation will make and deliver a new stock certificate, of like tenor, in lieu of the lost, stolen, destroyed or mutilated stock certificate at the Corporation’s own expense.

5. Residual Rights. Subject to the rights of any series of Preferred Stock which may in the future come into existence, all rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein shall be vested with the Common Stock.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

SEVENTH: The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

EIGHTH: Subject to the limitation set forth herein, 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 without any action on the part of the stockholders.

NINTH:

A. Except as otherwise provided by law, a director shall not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the immediately preceding sentence, nothing in this Subsection A shall eliminate or limit the liability of a director to the Corporation or to its Shareholders for monetary damages for (i) any breach of the director's duty of loyalty to the corporation or to its Shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act, or (iv) any transaction from which the director, directly or indirectly, derived an improper personal benefit.

B. No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless the director or officer committed a criminal offense in connection with such situation. The protection afforded by this Subsection B shall (i) not restrict other common law protections and rights that a director or officer may have, or (ii) restrict the Corporation's right to eliminate or limit the personal liability of a director to the Corporation or to its Shareholders for monetary damages for breach of fiduciary duty as a director under Subsection A of this Section.

C. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

The amendment or repeal of this Article Ninth shall not eliminate or reduce the effect of this Article Ninth, in respect of any matter occurring, or any action or proceeding accruing or arising or

that, but for this Article Ninth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

TENTH: Meetings of stockholders may be held within or without the State of Colorado, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Colorado at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ELEVENTH: Any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if a written consent (or counterparts thereof) that sets forth the action so taken is signed by the stockholders having the minimum number of votes necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted.

TWELFTH: The address of the principal office of the Corporation is 621 Kalamath St., Denver, CO 80204.

IN WITNESS WHEREOF, the undersigned has caused this Addendum to the Articles of Incorporation of PepPod, Inc. to be executed in his above referenced capacity as of the 17th day of April, 2017.

/s/ Jennifer Pearce