

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM464922

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CABH Holdings, LLC		04/25/2017	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Rothy's, Inc.		
Street Address:	501 Pacific Avenue		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94133		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	86739337	LIVE SEAMLESSLY	
Serial Number:	87669882	ROTHY'S	
Serial Number:	85812053	ROTHY'S	
Serial Number:	86017571		
Serial Number:	86981237	LIVE SEAMLESSLY	
CORRESPONDENCE DATA			
Fax Number:	2124843990		
<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:	212-484-3900		
Email:	tmdocket@arentfox.com		
Correspondent Name:	Michelle Mancino Marsh		
Address Line 1:	1675 Broadway		
Address Line 4:	New York, NEW YORK 10019		
NAME OF SUBMITTER:	Michelle Mancino Marsh		
SIGNATURE:	/MMM/		
DATE SIGNED:	03/08/2018		
Total Attachments: 8			
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Delaware


The First State

Page 1

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 CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "CABH HOLDINGS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CABH HOLDINGS, LLC" TO "ROTHY'S, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2017, AT 5:14 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6391745 8100F
SR# 20172795765

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202434157
Date: 04-25-17

TRADEMARK
REEL: 006313 FRAME: 0857

**CERTIFICATE OF CONVERSION
FROM
CABH HOLDINGS, LLC
TO
ROTHY'S, INC.**

(Pursuant to Sections 103 and 265 of the Delaware General Corporation Law.)

CABH HOLDINGS, LLC, a California limited liability company (the "**Company**"), does hereby certify to the following facts relating to the conversion of the Company to Rothy's, Inc., a Delaware corporation to be simultaneously formed with the filing of this Certificate of Conversion (the "**Conversion**"):

FIRST: The name of the Company is "CABH Holdings, LLC". The Company's Articles of Organization were originally filed with the Secretary of State of the State of California on July 3, 2012. The Company is a limited liability company formed under the California Revised Uniform Limited Liability Company Act.

SECOND: The name of the corporation to which the Company will be converted is "Rothy's, Inc."

THIRD: Upon the filing of this Certificate of Conversion and the Certificate of Incorporation of Rothy's, Inc. (the "**Effective Time**"), the Company shall be converted to Rothy's, Inc.

FOURTH: This Certificate of Conversion was duly adopted in accordance with the applicable provisions of Section 265 of the Delaware General Corporation Law, the Company's Operating Agreement and applicable California law.

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:14 PM 04/25/2017
FILED 05:14 PM 04/25/2017
SR 20172795765 - FileNumber 6391745

The Company has caused this Certificate of Conversion to be executed and acknowledged by the authorized person set forth below on April 25, 2017.

/s/ Stephen P. Hawthornthwaite _____

Stephen P. Hawthornthwaite
Chief Executive Officer

ROTHY'S, INC. CERTIFICATE OF CONVERSION (DE)

**TRADEMARK
REEL: 006313 FRAME: 0859**

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ROTHY'S, INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2017, AT 5:14 O`CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6391745 8100F
SR# 20172795765

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202434157
Date: 04-25-17

TRADEMARK
REEL: 006313 FRAME: 0860

CERTIFICATE OF INCORPORATION

OF

ROTHY'S, INC.

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is Rothy's, Inc.

II.

The registered office of the corporation in the State of Delaware shall be 1209 Orange Street, City of Wilmington, County of New Castle, 19801 and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

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

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 10,000,000, each having a par value of \$0.0001.

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such

stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

D. Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

E. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

F. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

VI.

A. The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Nicole Duda
101 California Street
5th Floor
San Francisco, California 94111

IX.

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against the corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article IX shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article IX (including, without limitation, each portion of any sentence of this Article IX containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

[Remainder of this page intentionally left blank]

This Certificate has been subscribed as of April 25, 2017 by the undersigned who affirms that the statements made herein are true and correct.

/s/ Nicole Duda
Nicole Duda
Sole Incorporator