

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475174

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Onnit Labs LLC		03/27/2018	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	Onnit Labs, Inc.		
Street Address:	4401 Freidrich Lane		
Internal Address:	Ste. 302		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78744		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87785822	FATBUTTER	
CORRESPONDENCE DATA			
Fax Number:	7138271438		
<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:	7138271722		
Email:	tchheda@selmanmunson.com		
Correspondent Name:	Tim D. Chheda		
Address Line 1:	9821 Katy Freeway, Ste. 875		
Address Line 2:	Suite 875		
Address Line 4:	Houston, TEXAS 77024		
NAME OF SUBMITTER:	Tim D. Chheda		
SIGNATURE:	/Tim D. Chheda/		
DATE SIGNED:	05/23/2018		
Total Attachments: 10			
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Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

Onnit Labs LLC
File Number: 801270105

Converting it to

Onnit Labs, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 03/27/2018

Effective: 03/31/2018 11:59 pm



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
MAR 27 2018
Corporations Section

**CERTIFICATE OF CONVERSION
FOR
ONNIT LABS, LLC**

This Certificate of Conversion is filed by Onnit Labs, LLC pursuant to Subchapter D of Chapter 10 of the Texas Business Organizations Code.

**ARTICLE ONE
CONVERTING ENTITY INFORMATION**

The name of the Converting Entity is Onnit Labs, LLC ("Converting Entity"), and its jurisdiction of formation is Texas. The date of formation of Converting Entity is May 17, 2010, and the file number issued to it by the Secretary of State is 801270105. Converting Entity is converting to a Delaware corporation named Onnit Labs, Inc. ("Converted Entity").

**ARTICLE TWO
PLAN OF CONVERSION**

Onnit Labs, LLC, a Texas limited liability company, is electing to convert to Onnit Labs, Inc., a Delaware corporation, pursuant to a Plan of Conversion.

Converting Entity certifies that a signed Plan of Conversion is on file at the principal place of business of Converting Entity at 4401 Freidrich Lane, Suite 302, Austin, TX 78744. After the conversion, a signed Plan of Conversion will be on file at the principal place of business of Converted Entity at 4401 Freidrich Lane, Suite 302, Austin, TX 78744. A copy of this Plan of Conversion will be provided without charge, on written request, to any member of the Converting Entity before the conversion is effective or to any shareholder of the Converted Entity after the conversion is effective.

**ARTICLE THREE
APPROVAL**

The Plan of Conversion has been approved as required by the laws of the State of Texas, the laws of the State of Delaware, and the Amended and Restated Company Agreement of Onnit Labs, LLC effective May 31, 2013, as amended.

**ARTICLE FOUR
TAX CERTIFICATE**

In lieu of providing the tax certificate, the Converted Entity is liable for the payment of any franchise taxes.

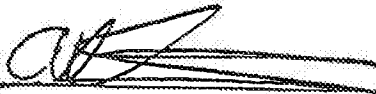
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**ARTICLE FIVE
EFFECTIVE DATE OF CONVERSION**

The conversion of Onnit Labs, LLC to Onnit Labs, Inc. shall become effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is March 31, 2018 at 11:59 pm CDT.

ONNIT LABS, LLC

By:


Aubrey Marcus, Managing Member

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 TEXAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "ONNIT LABS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ONNIT LABS, LLC" TO "ONNIT LABS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2018, AT 11:07 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2018 AT 11:59 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6817209 8100F
SR# 20182213722

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

Authentication: 202399490
Date: 03-27-18

TRADEMARK
REEL: 006334 FRAME: 0980

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A TEXAS LIMITED LIABILITY COMPANY TO A
DELAWARE CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is Texas.
2. The jurisdiction immediately prior to filing this Certificate is Texas.
3. The date the Limited Liability Company was first formed is May 17, 2010.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Onnit Labs, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Onnit Labs, Inc.
6. The effective time of this Certificate of Conversion shall be 11:59 pm EDT on March 31, 2018.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 27th day of March, 2018.

ONNIT LABS, LLC

By: 

Aubrey Marcus, Managing Member

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 "ONNIT LABS, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2018, AT 11:07 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2018 AT 11:59 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6817209 8100F
SR# 20182213722

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

Authentication: 202399490
Date: 03-27-18

TRADEMARK
REEL: 006334 FRAME: 0982

CERTIFICATE OF INCORPORATION
OF
ONNIT LABS, 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:

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

SECOND: The address of the registered office of the Corporation in the State of Delaware shall be 1675 South State St., Suite B, City of Dover, County of Kent, 19901 and the name of the registered agent of the corporation in the State of Delaware at such address is Capitol Services, Inc.

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 General Corporation Law of the State of Delaware (the “**General Corporation Law**”).

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 4,000,000 shares of Common Stock, \$0.0001 par value per share (“**Common Stock**”) and (ii) 1,000,000 shares of Preferred Stock, \$0.0001 par value per share (“**Preferred Stock**”).

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law or as specifically provided hereunder, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the creation of and establishing the rights, powers and preferences of one or more classes or series of Preferred Stock. There shall be no cumulative voting.

B. PREFERRED STOCK

Shares of the Preferred Stock of the Corporation may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the “**Board of Directors**”).

prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated in such resolution or resolutions providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in and granted to it, all in accordance with the General Corporation Law. Without limiting the generality of the foregoing, and subject to the rights of any series of Preferred Stock then outstanding, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

FIFTH: Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: The names and the mailing addresses of the initial members of the Board of Directors, each to serve or hold office until the first annual meeting of stockholders or until their successors are elected and qualify in accordance with the Bylaws of the Corporation, are as follows:

Aubrey Marcus
4401 Freidrich Lane, Suite 302
Austin, Texas 78744

Jason Havey
4401 Freidrich Lane, Suite 302
Austin, Texas 78744

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware 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.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Tenth, to authorize corporate action further eliminating or limiting the personal liability of directors, then

the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Tenth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ELEVENTH: 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 General Corporation 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 Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

TWELFTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is not directly and materially competitive with the Corporation’s then-current business and that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries (collectively, “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of a Covered Person expressly and solely in such Covered Person’s capacity as a director of the Corporation.

THIRTEENTH: For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors (in addition to any other consent required under this Certificate of Incorporation), such repurchase may be made without regard to any “preferential dividends arrears amount” or “preferential rights amount” (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any “preferential dividends arrears amount” or “preferential rights amount” (as those terms are defined therein) shall be deemed to be zero (0).

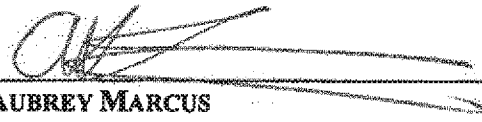
FOURTEENTH: The name and the mailing address of the Sole Incorporator is as follows:

Aubrey Marcus
4401 Freidrich Lane, Suite 302
Austin, Texas 78744

FIFTEENTH: This Certificate of Incorporation shall become effective at 11:59 pm EDT on March 31, 2018.

* * *

This Certificate has been subscribed as of March 27, 2018 by the undersigned who affirms that the statements made herein are true and correct.



AUBREY MARCUS
Sole Incorporator