

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM482465

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BioPure Healing Products, LLC		01/16/2018	Limited Liability Company: WASHINGTON
RECEIVING PARTY DATA			
Name:	BHP HOLDINGS, INC.		
Street Address:	18538 NE 142nd Street		
City:	Woodinville		
State/Country:	WASHINGTON		
Postal Code:	98072		
Entity Type:	Corporation: WASHINGTON		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4889799	BIOKIND	
Registration Number:	4673071	FEMALE BIOSUPPORT	
Registration Number:	5335687	FEMHYGIENIA	
Registration Number:	4673072	MALE BIOSUPPORT	
CORRESPONDENCE DATA			
Fax Number:	2066826031		
<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:	2066224900		
Email:	ColleenM@SeedIP.com		
Correspondent Name:	Lorraine Linford		
Address Line 1:	701 Fifth Avenue		
Address Line 2:	Suite 5400		
Address Line 4:	Seattle, WASHINGTON 98104		
NAME OF SUBMITTER:	Lorraine Linford		
SIGNATURE:	/Lorraine Linford/		
DATE SIGNED:	07/18/2018		
Total Attachments: 18			
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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

From

BIOPURE HEALING PRODUCTS, LLC, a/an WASHINGTON WA LIMITED LIABILITY COMPANY

to

BHP HOLDINGS, INC., a/an WASHINGTON WA PROFIT CORPORATION, effective on the date indicated below.

Effective Date: 01/25/2018

UBI Number: 602 527 242



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 01/25/2018

TRADEMARK

REEL: 006384 FRAME: 0458

ARTICLES OF ENTITY CONVERSION

of

BIOPURE HEALING PRODUCTS, LLC,
a Washington limited liability company

into


BHP HOLDINGS, INC.
a Washington corporation

The undersigned sole member of the converting entity identified below certifies the following Articles of Conversion ("Articles") in accordance with Section 25.15.417 through Section 25.15.423 inclusive of the Revised Code of Washington.

1. **BIOPURE HEALING PRODUCTS, LLC** has been converted into **BHP HOLDINGS, INC.** (the "Conversion").
2. The name and form of the converting entity immediately prior to the filing of these Articles is **BIOPURE HEALING PRODUCTS, LLC**, a Washington limited liability company.
3. The name and form of the entity surviving the Conversion is **BHP HOLDINGS, INC.**, a Washington corporation.
4. The Conversion was duly approved by the sole member of **BIOPURE HEALING PRODUCTS, LLC** pursuant to Chapter 25.15 of the Revised Code of Washington.
5. The Conversion is effective under Washington law when the Certificate of Conversion and the Articles of Incorporation are accepted and filed with the Secretary of State for the State of Washington. The Articles of Incorporation are attached hereto as **Exhibit A**.
6. The conversion has been duly approved by the sole shareholder of **BHP HOLDINGS, INC.** pursuant to Chapter 23B.09 of the Revised Code of Washington.
7. The Conversion shall be effective as of the filing date.
8. The name of the registered agent for service of process on **BHP HOLDINGS, INC.** in the State of Washington is VW, Inc. The address of the registered agent for service of process on **BHP HOLDINGS, INC.** in the State of Washington is 10510 Northrup Way Suite 300, Kirkland, WA 98033.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of
January 14, 2018.

BIOPURE HEALING PRODUCTS, LLC


By Julianna Dean
Sole Member

PLAN OF ENTITY CONVERSION

of

BIOPURE HEALING PRODUCTS, LLC,
a Washington limited liability company

into

BHP HOLDINGS, INC.
a Washington corporation

This PLAN OF ENTITY CONVERSION, dated as of January 22, 2018 (the "Plan"), is made by **BIOPURE HEALING PRODUCTS, LLC**, a Washington limited liability company (the "Converted Entity").

RECITALS

WHEREAS, the sole member of the Converted Entity has approved this Plan providing for the conversion of the Converted Entity into **BHP HOLDINGS, INC.**, a Washington corporation (the "Surviving Entity") under the terms and conditions set forth herein (the "Conversion").

ARTICLE 1 – DEFINITIONS

Capitalized terms used in this Plan are used as defined in this Article I or elsewhere in this Plan.

1.1. "Articles of Conversion" means that certain Articles of Entity Conversion to be filed with the Washington Secretary of State.

1.2. "Articles of Incorporation" means that certain Articles of Incorporation to be filed with the Washington Secretary of State.

1.3. "Bylaws" means those certain Bylaws of the Surviving Entity.

1.4. "Converted Entity Units" means the equity interests or membership units of the Converted Entity.

1.5. "Converted Entity" has the meaning set forth in the preamble.

1.6. "Conversion Date" has the meaning set forth in the preamble.

1.7. "Conversion" has the meaning set forth in the recitals.

1.8. "Conversion Act" means Section 25.15.417 through Section 25.15.423 inclusive of the Revised Code of Washington.

1.9. "Plan" has the meaning set forth in the preamble.

1.10. "Surviving Entity" has the meaning set forth in the recitals.

ARTICLE 2 – THE CONVERSION

2.1. Approval. The sole member of the Converted Entity adopted and approved this Plan by a written resolution as of January ____, 2018.

2.2. The Conversion. Upon the terms and subject to the conditions set forth in this Plan, the Converted Entity shall be converted into the Surviving Entity at the Converted Entity's principal office on January __ 2018 (the "Conversion Date") at which time the incorporator or an authorized officer of the Converted Entity shall execute the following:

2.2.1. Articles of Conversion, in the form attached hereto as Exhibit 2.2.1;

2.2.2. Articles of Incorporation, in the form attached hereto as Exhibit 2.2.2;

2.2.3. Bylaws of the Surviving Entity; and

2.2.4. All other documents, instruments and other agreements necessary and helpful to carry out the purposes of this Plan and the Conversion.

2.3. Actions of the Converted Entity. As soon as practicable on or after the Conversion Date, the Converted Entity shall:

2.3.1. File the executed Articles of Conversion and the Articles of Incorporation with the Washington Secretary of State; and

2.3.2. Make all other filings and recordings required under the appropriate laws to consummate the Conversion. The Conversion will be effective upon the Conversion Date.

2.4. Effects of the Conversion.

2.4.1. The Conversion shall have the effects set forth in the Conversion Act.

2.4.2. Following the Conversion the Surviving Entity shall be deemed to be the same entity as the Converted Entity before the Conversion for all purposes and the Converted Entity shall not be required to wind up its affairs or pay its liabilities or distribute its assets and the Conversion shall not be deemed to constitute a dissolution of the Converted Entity. The Surviving Entity shall succeed to and assume all of the rights and obligations of the Converted Entity.

2.4.3. No member of the Converted Entity shall become subject to owner liability for the debts, obligations, or liabilities of any other person or entity as a result of the Conversion.


2.4.4. As of the Conversion Date, the Converted Entity Units that are issued and outstanding shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist. The Converted Entity's 100% membership interest shall be converted into One Hundred (100) shares in the Surviving Entity.

[Left Intentionally Blank – Signature Page to Follow]

[Signature Page to Plan of Conversion]


IN WITNESS WHEREOF, the undersigned executed this Plan as of the date hereof.

**CONVERTED ENTITY:
BIOPURE HEALING PRODUCTS, LLC.**



By: Johanna Dean
Its: Sole Member

**SURVIVING ENTITY:
BHP HOLDINGS, INC.**



By: Johanna Dean
Its: Secretary and Chairman

EXHIBITS:
Exhibit 2.2.1 – Articles of Conversion.
Exhibit 2.2.2 – Articles of Incorporation.

ARTICLES OF ENTITY CONVERSION

of

BIOPURE HEALING PRODUCTS, LLC,
a Washington limited liability company

into

BHP HOLDINGS, INC.
a Washington corporation

The undersigned sole member of the converting entity identified below certifies the following Articles of Conversion ("Articles") in accordance with Section 25.15.417 through Section 25.15.423 inclusive of the Revised Code of Washington.

1. **BIOPURE HEALING PRODUCTS, LLC** has been converted into **BHP HOLDINGS, INC.** (the "Conversion").
2. The name and form of the converting entity immediately prior to the filing of these Articles is **BIOPURE HEALING PRODUCTS, LLC**, a Washington limited liability company.
3. The name and form of the entity surviving the Conversion is **BHP HOLDINGS, INC.**, a Washington corporation.
4. The Conversion was duly approved by the sole member of **BIOPURE HEALING PRODUCTS, LLC** pursuant to Chapter 25.15 of the Revised Code of Washington.
5. The Conversion is effective under Washington law when the Certificate of Conversion and the Articles of Incorporation are accepted and filed with the Secretary of State for the State of Washington. The Articles of Incorporation are attached hereto as **Exhibit A**.
6. The conversion has been duly approved by the sole shareholder of **BHP HOLDINGS, INC.** pursuant to Chapter 23B.09 of the Revised Code of Washington.
7. The Conversion shall be effective as of the filing date.
8. The name of the registered agent for service of process on **BHP HOLDINGS, INC.** in the State of Washington is VW, Inc. The address of the registered agent for service of process on **BHP HOLDINGS, INC.** in the State of Washington is 10510 Northup Way Suite 300, Kirkland, WA 98033.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of
January 14, 2018.

BIOPURE HEALING PRODUCTS, LLC



By Johanna Dean
Sole Member

Exhibit 2.2.2

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
BHP HOLDINGS, INC.

ARTICLE I
NAME AND DURATION

The name of this corporation is **BHP HOLDINGS, INC.** The duration of the corporation's existence shall be perpetual.

ARTICLE II
PURPOSES

This corporation is organized to engage in any business, trade, or activity which may be conducted lawfully by a corporation organized under the Washington Business Corporation Act.

ARTICLE III
SHARES

The corporation is authorized to issue One Million (1,000,000) shares of Common Stock with no par value. With respect to the corporate actions of merger and share exchange described in Ch. 23B.11 RCW, as may be amended from time to time, sale of assets other than in the regular course of business as described in RCW 23B.12.020, as may be amended from time to time, dissolution as described in RCW 23B.14.020, as may be amended from time to time, and amendment of the Articles of Incorporation as provided in RCW 23B.10.030, as may be amended from time to time, the affirmative vote of a simple majority of all of the outstanding shares of common stock of the corporation shall be sufficient and necessary to adopt and approve such corporate action.

ARTICLE IV
NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE V
NO CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VI
ARTICLES AND BYLAWS

A. The corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any matter now or hereafter prescribed or permitted by statute. All rights of the shareholders, directors, and officers of the corporation are granted subject to this reservation.

B. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the Bylaws.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation and the name of its initial registered agent are as follows:

Registered Office:

10510 Northrup Way Suite 300
Kirkland, WA 98033

Registered Agent:

VWC, P.S.

ARTICLE VIII
DIRECTORS

A. The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

B. The term of the initial Board of Directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. As used in this article, the words "corporation", "director", "liability", "party", "expenses", and "proceeding" shall have the meanings as stated in RCW 23B.08.500(1), (4), (6) and (7). All references to the Washington Revised Code (RCW) shall be as enacted by Laws 1989, chapter 165, effective July 1, 1990.

B. Pursuant to RCW 23B.08.560, the corporation shall indemnify each and every individual made a party to a proceeding because the individual is or was an officer or director of the corporation (or of another corporation on whose board he/she serves at the request of the corporation) against any and all liability incurred in connection with such proceeding, including without limitation any proceeding arising out of the conduct of an officer or director with respect to an employee benefit plan and further including without limitation any proceeding by or in the right of the corporation. Such indemnity shall include a mandatory and automatic advance by the corporation of the reasonable litigation expenses of an officer or director made a party to such a proceeding.

C. Notwithstanding the above, the corporation shall not indemnify an officer or director from or on account of:

- (1) Acts or omissions of the officer or director finally adjudged to be intentional misconduct or a knowing violation of law;
- (2) Conduct of the officer or director finally adjudged to be a violation of RCW 23B.08.310; or
- (3) Any transaction with respect to which it was finally adjudged that such officer or director personally received a benefit in money, property or services to which the officer or director was not legally entitled.

D. The corporation shall automatically advance the reasonable litigation expenses of an officer or director where the conduct referred to in Section C, subsections (1), (2) and/or (3) has been alleged, unless and until a final adjudication has occurred (i) that the officer's or director's conduct failed to meet standards in subsections (1), (2) and/or (3) above and (ii) that the claim arose solely because of the conduct which failed to meet the standard. The advancement of reasonable litigation expenses to the officer or director under this section is a mandatory obligation of the corporation until such final adjudication. In the event of a final adjudication concerning the alleged conduct referred to in Section C, subsections (1), (2), and/or (3), the officer or director shall not be obligated to return the reasonable litigation expenses advanced by the corporation. The corporation shall have no obligation to make further advancements of litigation expenses following a final adjudication in which an officer or director is determined to have engaged in any conduct referred to in Section C, subsections (1), (2) and/or

(3), if such conduct was the sole cause of the claim. In circumstances in which such conduct caused only a portion of such claim, the officer or director shall be entitled to partial indemnification and partial defense.

E. The officer or director requesting indemnification shall have sole and absolute discretion to determine the procedure used in making a determination of whether or not the officer or director engaged in the conduct referred to in Section C, subsections (1), (2), and/or (3) and any determination as to the reasonableness of the officer's or director's litigation expenses. The officer or director may elect any one of the following procedures to be used in making a determination:

- (1) RCW 23B.08.550(2)(a);
- (2) RCW 23B.08.550(2)(b) [exclusive of the limiting first clause];
- (3) RCW 23B.08.550(2)(c);
- (4) RCW 23B.08.550(2)(d);
- (5) application to the court conducting the proceeding or to another court of competent jurisdiction requesting the judge to make a determination; or
- (6) arbitration.

If in any event the proceeding selected by the officer or director fails to produce a determination, the officer or director shall select a different procedure from the above options. In any of the above proceedings, the corporation shall have the burden of proof to establish by clear evidence that the officer or director engaged in the conduct referred to in Section C, subsections (1), (2), and/or (3).

F. In the event that the officer or director elects subsection (6) of Section E above, the arbitration shall be conducted under the power and authority of a three member arbitrational panel. The officer or director and the corporation shall each select one arbitrator. The two arbitrators selected by the officer or director and the corporation shall then select the third arbitrator by mutual consent. The arbitrational panel shall have all necessary power and authority to conduct the arbitration and shall abide by the general standards of arbitration then adopted by the American Arbitration Association.

G. The expenses of a determination made in accordance with Section E of this Article, including all costs of counsel for the officer or director, shall be advanced by the corporation. In the event of a decision adverse to the officer or director, the officer or director may appeal the decision to a court. In the event of a decision adverse to the corporation, the corporation does hereby waive any and all rights of appeal of the decision.

II. All rights and privileges granted to officers and directors in this Article shall be permanently enforceable by each and every officer and director both during and after their

service as an officer or director. Any modification or elimination of the rights and privileges granted in this article shall have prospective effect only and shall not apply to any act or conduct engaged in prior to the modification or elimination.

I. The corporation shall, at the request and option of each officer or director, enter into a written contract confirming the officer's or director's rights to indemnification provided in this article and confirming that no claims may be settled without the consent of all the directors and officers involved. The contract may further specify and clarify the rights and privileges granted herein, provided:

- (1) the absence of a written contract shall not be considered as evidence of or grounds for the denial of any rights or privileges granted to an officer or director in this article; and
- (2) any contract entered into under Section I of this Article shall be fully enforceable as a separate legal document and the corporation shall honor any such contract to the extent it does not violate the letter, spirit, and intent of this article; and
- (3) The corporation shall be considered the drafter of any contract entered into under Section I of this Article and any disputes arising over the interpretation of language provided in the contract shall be decided in favor of the officer or director.

J. No amendment or alteration of these provisions, either in the Articles or Bylaws, is valid without approval of the shareholders as provided for under RCW 23B.10.010 - 23B.10.090. Under no circumstances shall the provisions of this article inure to the benefit of any directors or officers liability insurer or any other insurer.

ARTICLE X SHAREHOLDER ACTION WITHOUT MEETING

A. Action by Less than Unanimous Shareholder Consent. To the extent permitted by RCW 23B.07.040, action may be taken by shareholders without a vote or a meeting, provided, the action is taken in writing by shareholders holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted, and at the time the action is taken the corporation is not a public company.


B. Notice. Except as otherwise provided in RCW 23B.07.040, any Shareholder action taken pursuant to Section A above shall not be effective until five (5) days after the mailing of a notice of the proposed action to the nonconsenting shareholders who were entitled to vote.

ARTICLE XI
ELIMINATION OF PERSONAL LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director, on or after the date this Article becomes effective, except for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after approval by shareholders of this Article, the Washington Business Corporation Act is amended 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 Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

The undersigned person, as incorporator of this corporation under the Washington Business Corporation Act, adopts these Articles of Incorporation.

Dated: January 16, 2018.



Johanna Dean, President

CONSENT TO SERVE AS REGISTERED AGENT

PR Corp. Services hereby consents to serve as Registered Agent, in the State of Washington, for BHP Holdings, Inc.. I understand that as agent for said corporation, I will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation.

Dated: January 16, 2018.

VWC, P.S.

By: 

Shareholder / Partner
(title)



Office of the Secretary of State Corporations & Charities Division

COVER SHEET FOR CONVERSION OF BUSINESS ENTITY

The undersigned, under penalties of perjury, do hereby attest to the conversion and/or domestication of the specified entity by virtue of the selections and information provided below.

Converting from: (current domicile and entity type)

Choose 1 domicile (required)

<input checked="" type="checkbox"/>	Domestic (Washington)
<input type="checkbox"/>	Foreign (list domicile below)

Choose 1 entity type (required) Governing statute

<input type="checkbox"/>	Profit Corporation	RCW 23.B
<input checked="" type="checkbox"/>	Limited Liability Company (LLC)	RCW 25.15
<input type="checkbox"/>	Limited Partnership (LP or LLP)	RCW 25.30
<input type="checkbox"/>	Limited Liability Partnership (LLP)	RCW 25.05
<input type="checkbox"/>	unincorporated entity	
<input type="checkbox"/>	Other: (list below)	

Converting to: (new domicile and entity type)

Choose 1 domicile (required)

<input checked="" type="checkbox"/>	Domestic (Washington)
<input type="checkbox"/>	Foreign (list domicile below)


Choose 1 entity type (required) Governing statute

<input checked="" type="checkbox"/>	Profit Corporation	RCW 23.B
<input type="checkbox"/>	Limited Liability Company (LLC)	RCW 25.15
<input type="checkbox"/>	Limited Partnership (LP or LLP)	RCW 25.30
<input type="checkbox"/>	Limited Liability Partnership (LLP)	RCW 25.05
<input type="checkbox"/>	unincorporated entity	
<input type="checkbox"/>	Other: (list below)	

- Current name of entity: Biopure Healing Products, LLC
- UBID# (if available): 602 527 242
- Name of new entity: BHP Holdings, Inc.
- Date conversion is to be effective: 01/22/2018
- Street and mailing address for service of process if converted organization is foreign: _____

 City _____ State or Country _____ Postal Code _____

*Attach required documents per RCW _____

X  Lia Chu 01/25/18
 Signature Printed Name Title Date Phone Number