

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM489535

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Universal Power Group, Inc.		07/18/2018	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Universal Power Group, Inc.		
Street Address:	488 South Royal Lane		
City:	Coppell		
State/Country:	TEXAS		
Postal Code:	75019		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	4321198		
Registration Number:	4463310		
Registration Number:	4448435	PHANTOM	
Registration Number:	5340923	UPG	
Registration Number:	5195810	POWER ANYTIME ANYWHERE	
Registration Number:	4335213	UNIVERSAL BATTERY	
Registration Number:	4488735	ECOTRICITY	
Registration Number:	4481388	BUILT FOR EXTREME ADVENTURES	
Registration Number:	3933607	MARINE SMART BOX	
Registration Number:	4014385	KINETIK	
Registration Number:	3782560	STAY POWERED	
Registration Number:	3651086	ALL-IN-ONE	
Registration Number:	3647139	POWER YOUR STUFF	
Registration Number:	3364920	STARTER UP	
Registration Number:	3192234	UNILOK	
Registration Number:	2845949	ADVENTURE POWER	
CORRESPONDENCE DATA			
Fax Number:	3032912400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			
TRADEMARK			

OP \$415.00 4321198

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3032912300
Email: srideout@perkinscoie.com
Correspondent Name: Sabrina J. Rideout
Address Line 1: 1900 Sixteenth Street, Suite 1400
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	089435-0001
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NAME OF SUBMITTER:	Sabrina J. Rideout
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SIGNATURE:	/Sabrina J. Rideout/
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DATE SIGNED:	09/11/2018
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Total Attachments: 10

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Office of the Secretary of State

July 19, 2018

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: Universal Power Group, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

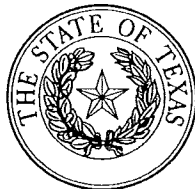
It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

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

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

Universal Power Group, Inc.
File Number: 24967800

Converting it to

Universal Power Group, 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: 07/18/2018

Effective: 07/18/2018



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

Rolando B. Pablos
Secretary of State

CERTIFICATE OF CONVERSION
UNIVERSAL POWER GROUP, INC.

July 18, 2018

FILED
In the Office of the
Secretary of State of Texas

JUL 18 2018

Corporations Section

Pursuant to Chapter 10 of the Texas Business Organizations Code, as amended (“TBOC”), Universal Power Group, Inc. a Texas corporation, submits this certificate of conversion (“Certificate”), to evidence its conversion into a Delaware corporation (such transaction, the “Conversion”).

1. **Converting Entity.** The name and information required by the TBOC for converting entity is as follows: Universal Power Group, Inc., is a for profit corporation organized under the laws of Texas (“Converting Entity”). The Converting Entity was formed on July 22, 1968, and the Texas Secretary of State file number is 24967800. Its principal place of business is 488 S. Royal Lane, Coppell, Texas, 75019.

2. **Converted Entity.** The name and information required by the TBOC for converted entity is as follows: Universal Power Group, Inc., will be a stock corporation organized under the laws of Delaware (“Converted Entity”). The principal place of business of the Converted Entity will be 488 S. Royal Lane, Coppell, Texas, 75019.

3. **Plan of Conversion.** Instead of providing a plan of conversion, the undersigned certifies that: (a) a plan of conversion (“Plan of Conversion”) is on file, and will be on file after the Conversion, at the principal place of business of the Converted Entity listed in **Section 2**; and (b) a free copy of the Plan of Conversion will be provided by the Converting Entity before the Conversion and by the Converted Entity after the Conversion on the written request of any owner or member of the Converting Entity or Converted Entity.

4. **Approval of Plan of Conversion.** The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation of the Converting Entity and by the governing documents of the Converting Entity.

5. **Effective Date.** This Certificate of Conversion becomes effective when it is filed by Texas Secretary of State.

6. **Tax Certificate.** In lieu of providing a tax certificate of the Converting Entity, the Converted Entity will be liable for the payment of all applicable filing fees and franchise taxes, if any of the Converting Entity.

7. **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 TBOC, or other law applicable to the entity, to execute this Certificate.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the
Converted Entity, has executed this Certificate on the date first written above.

UNIVERSAL POWER GROUP, INC.

By: /s/ Ian Edmonds
Ian Edmonds
President and CEO

[Signature Page to Certificate of Conversion - Texas]

TRADEMARK
REEL: 006434 FRAME: 0973

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 CORPORATION UNDER THE NAME OF "UNIVERSAL POWER GROUP, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2018, AT 8:05 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6979079 8100F
SR# 20185715409

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

Authentication: 203082247
Date: 07-18-18

TRADEMARK
REEL: 006434 FRAME: 0974

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION**

July 18, 2018

Pursuant to Section 265 of the Delaware General Corporation Law, Universal Power Group, Inc., files this Certificate of Conversion (“**Certificate**”) to convert from a Non-Delaware Corporation to a Delaware Corporation.

1. The jurisdiction where the Non-Delaware Corporation first formed is Texas.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Texas.
3. The date that the Non-Delaware Corporation first formed is July 22, 1968.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Universal Power Group, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Universal Power Group, Inc.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Non-Delaware Corporation, has executed this Certificate as of the date first written above.

UNIVERSAL POWER GROUP, INC.

By: /s/ Ian Edmonds
Ian Edmonds
President and CEO

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 "UNIVERSAL POWER GROUP, INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2018, AT 8:05 O`CLOCK A.M.

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



6979079 8100F
SR# 20185715409

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

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.

Authentication: 203082247
Date: 07-18-18

TRADEMARK
REEL: 006434 FRAME: 0976

**CERTIFICATE OF INCORPORATION
OF
UNIVERSAL POWER GROUP, INC.
A STOCK CORPORATION**

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (“**DGCL**”), certify in this certificate of incorporation (“**Certificate of Incorporation**”), dated as of July 18, 2018, as follows:

1. **Name.** The name of the corporation is Universal Power Group, Inc. (the “**Corporation**”).
2. **Registered Agent.** The address of the registered office of the Corporation in the State of Delaware is 1675 South State Street, Ste. B., Dover, Kent County, DE 19901. The name of the registered agent of the Corporation at such address is Capitol Services, Inc.
3. **Business Purpose.** 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 DGCL.
4. **Capital Stock.** The total number of shares of stock which the Corporation is authorized to issue is 20,000 shares, consisting of 15,000 shares of common stock, par value \$0.0001 per share (“**Common Stock**”), and 5,000 shares of preferred stock, par value \$0.0001 (“**Preferred Stock**”).
 - (a) **Common Stock.** There shall be only one (1) class of Common Stock. Except as otherwise required by the DGCL, or as provided by or pursuant to the provisions of this Certificate of Incorporation, the holders of shares of Common Stock shall not have cumulative voting rights. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held of record by such holder.
 - (b) **Preferred Stock.** The board of directors of the Corporation (“**Board of Directors**”) is hereby expressly authorized to provide, out of the unissued shares of the Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series of Preferred Stock. The powers, preferences, and relative, participating, optional, and other special rights of each series of Preferred Stock, and the qualifications, limitations, or restrictions thereof, if any, may differ from those of any and all other series of Preferred Stock at any time outstanding.
5. **Incorporator.** The name and mailing address of the incorporator of the Corporation is:

<u>Name</u>	<u>Mailing Address</u>
Ian Edmonds	488 S. Royal Lane Coppell, TX 75019
6. **Election of Directors.** Unless and except to the extent that the bylaws of the Corporation (“**Bylaws**”) shall so require, the election of directors to the Board of Directors need not be by written ballot.
7. **Limitation of Liability.** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of, or repeal of this **Section 7** shall apply to or

have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

8. Indemnification.

(a) Subject to **Section 8(b)**, the Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person ("**Covered Person**") who was, is made, or is threatened to be made a party, or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative ("**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person.

(b) Except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors. Any amendment, repeal, or modification of this **Section 8** shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

9. **Amendment of Bylaws.** In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the Board of Directors, and any powers thereby conferred, may be amended, altered, or repealed by the stockholders.

10. **Amendment of the Certificate of Incorporation.** The Corporation shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation or the Bylaws, from time to time, to amend, alter, or repeal any provision of the Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

11. **Forum Selection.** Unless the Corporation consents in writing to the selection of an alternative forum, either the federal courts of the United States of America or the courts of the State of Texas, in each case, sitting in the State of Texas, in the City of Dallas and County of Dallas, to the fullest extent permitted by law, shall serve as the sole and exclusive forums for: (a) any derivative action or proceeding brought on behalf of the Corporation; (b) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders; (c) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the bylaws; or (d) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

[Signature Page Follows]

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand as of the date first written above.

Incorporator

/s/ Ian Edmonds
Ian Edmonds

[Signature Page to Certificate of Incorporation of Universal Power Group, Inc.]