

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493385

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|---|-----------------------------|------------------------------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Peace Coffee, SBC | | 05/02/2018 | Corporation: MINNESOTA |
| RECEIVING PARTY DATA | | | |
| Name: | Winter Coffee, Inc. | | |
| Street Address: | 2801 21st Avenue South | | |
| Internal Address: | Suite 130 | | |
| City: | Minneapolis | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55407 | | |
| Entity Type: | Corporation: MINNESOTA | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4693984 | PEACE COFFEE | |
| Registration Number: | 2653949 | PEACE COFFEE IBREW THE RIGHT BEAN! | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6126324444 | | |
| <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: | 202.295.2200 | | |
| Email: | trademark@gpmlaw.com | | |
| Correspondent Name: | Sheldon H. Klein | | |
| Address Line 1: | 600 New Hampshire Ave., NW | | |
| Address Line 2: | Suite 700 | | |
| Address Line 4: | Washington, D.C. 20037 | | |
| NAME OF SUBMITTER: | Cynthia Hefferan, Paralegal | | |
| SIGNATURE: | /Cynthia Hefferan/ | | |
| DATE SIGNED: | 10/10/2018 | | |
| Total Attachments: 4 | | | |
| source=Amended and Restated Articles of Incorporation#page1.tif | | | |
| source=Amended and Restated Articles of Incorporation#page2.tif | | | |
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINTER COFFEE, INC.
(f/k/a PEACE COFFEE SBC)

These Articles of Organization of Winter Coffee, Inc., originally filed December 11, 1995 (File No. 8Y-445), are amended and restated in their entirety, as follows:

ARTICLE I
Name

The name of the corporation shall be Winter Coffee, Inc.

ARTICLE II
Registered Address

The address of the registered office of the corporation in Minnesota shall be 2801 21st Ave. S, Suite 130, Minneapolis, Minnesota 55407.

ARTICLE III
Purposes

The corporation shall be organized and operated for general business purposes.

ARTICLE IV
Stock

4.1 Authorized Shares. The authorized shares of stock of the corporation shall be 100,000 shares of common stock having a par value of \$.01 per share.

4.2 No Preemptive Rights. No shareholder of the corporation shall have any preemptive or other right to acquire the common stock or any other securities of the corporation.

4.3 No Cumulative Voting. No shareholder of the corporation shall have the right to cumulate votes in any election of directors.

ARTICLE V
Board of Directors

The management and direction of the business and affairs of the corporation shall be vested in a Board of Directors. The Board of Directors shall consist of a minimum of three (3) individuals. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 302A, the Bylaws of the corporation shall specify the manner for determining the number, term of office, method of selection, powers and duties of the directors of the corporation, the time and place of their meetings, voting rights and such other regulations relating to the Board of Directors as may be desired. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required or permitted to be taken at a meeting of the Board of Directors at which all directors were present; provided, however, that a Board of Directors' action requiring shareholder approval may be taken by written action only if signed by all of the directors then in office.

ARTICLE VI
Liability of Directors

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability: (1) for any breach of the director's duty of loyalty to the corporation or its shareholders; (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (3) under Minnesota Statutes, Section 302A.559 (relating to illegal distributions) or Section 80A.23 (relating to violation of state securities laws); or (4) for any transaction from which the director derives an improper personal benefit. If Minnesota Statutes, Chapter 302A, is amended to authorize the further elimination or limitation of the liability of directors, then the

liability of a director of the corporation, in addition to the limitation on personal liability provided in this Article, shall be limited to the fullest extent permitted by the amended Minnesota Statutes, Chapter 302A. A repeal or modification of this Article shall not apply to any act or omission by a director which occurs prior to the effective date of such repeal or modification.

ARTICLE VII
Shareholder's Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting at which all shareholders entitled to vote were present.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of Winter Coffee, Inc. (f/k/a Peace Coffee SBC), does hereby certify that the foregoing Amended and Restated Articles of Incorporation of Winter Coffee, Inc., have been adopted pursuant to Minnesota Statutes Chapter 304A and Minnesota Statutes Chapter 302A, and shall be effective when filed with the Office of the Secretary of State.

WINTER COFFEE, INC.

By: 
Kato Hoff
Its: Board Chair



Work Item 1015037400029
Original File Number 8Y-445

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
05/02/2018 11:59 PM

Steve Simon

Steve Simon
Secretary of State