

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM498782

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/16/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NRG Matrix Inc.		11/19/2018	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	M2 Ingredients, Inc.		
Street Address:	5931 Priestly Drive, Suite 101		
City:	Carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92008		
Entity Type:	Corporation: NEVADA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4372245	NRGMATRIX	
Registration Number:	4836240	MATRIX	
Registration Number:	4846027	MUSHROOM MATRIX	
Registration Number:	4850069	MUSHROOM MATRIX	
Registration Number:	5130586	MYCELIAL SCIENCE	
CORRESPONDENCE DATA			
Fax Number:	2023187707		
<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:	2024861578		
Email:	tm@potomaclaw.com		
Correspondent Name:	Janet F. Satterthwaite		
Address Line 1:	Potomac Law Group PLLC		
Address Line 2:	1300 Pennsylvania Avenue, NW, Suite 700		
Address Line 4:	Washington, D.C. 20004		
ATTORNEY DOCKET NUMBER:	2191-1		
NAME OF SUBMITTER:	Janet F. Satterthwaite		
SIGNATURE:	/JANET F. SATTERTHWAITE/		
DATE SIGNED:	11/19/2018		

Total Attachments: 11

source=Merger signed#page1.tif

source=Merger signed#page2.tif

source=merger rec NV#page1.tif

source=merger rec NV#page2.tif

source=merger rec NV#page3.tif

source=merger rec NV#page4.tif

source=merger rec NV#page5.tif

source=merger rec NV#page6.tif

source=merger rec NV#page7.tif

source=Notice non-record#page1.tif

source=Notice non-record#page2.tif

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "**Agreement**"), dated as of August 8, 2017, is between and among M2 Ingredients, Inc., a Nevada corporation ("**M2**"), NRGMatrix Inc., a Nevada corporation ("**NRG**"), and Matrix Healthwerks, Inc., a Nevada corporation ("**Matrix**") (collectively, the "**Parties**"). By this Agreement, NRG and Matrix desire to merge into M2. The parties agree as follows:

1. **Merger:** In accordance with the provisions of this Agreement and Nevada Revised Statutes, NRG and Matrix shall each be merged at the same time with and into M2 (the "**Merger**"), the separate existence of NRG and Matrix shall cease, and M2 shall be the surviving corporation.
2. **Filing and Effectiveness:** The Merger shall become effective when the following actions have been completed (the "**Effective Date of the Merger**"): (a) This Agreement shall have been approved and adopted by the respective board of directors and of the shareholders of M2, NRG, and Matrix, which approval and adoption shall be evidenced by the full execution of this Agreement, below; (b) All of the conditions to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and, (c) the executed Certificate of Merger meeting the requirements of the Nevada Revised Statutes, as applicable, shall have been filed with the Nevada Secretary of State. Upon the Effective Date of the Merger, the separate existence of NRG and of Matrix shall cease, and the Merger shall have the effects as provided under the applicable Nevada Revised Statutes.
3. **Articles of Incorporation and By-laws of M2:** The Articles of Incorporation of M2 as on file with the Nevada Secretary of State and the By-Laws of M2 as they appear in the Minute Book of M2 immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation and as the By-Laws, respectively, of M2 following the Merger, except that the following language shall be deleted from the Articles of Incorporation of M2 through the filing of the executed Certificate of Merger:

Article 3 of the Articles of Incorporation of M2 is amended to delete the following language: "Outstanding shares of the Common Stock of this Corporation may be redeemed, at the option of the Corporation, if the holder of such shares, or the owner of 50% or more of the outstanding shares of any class of equity securities of such holder, is convicted of a felony in any court of competent jurisdiction."

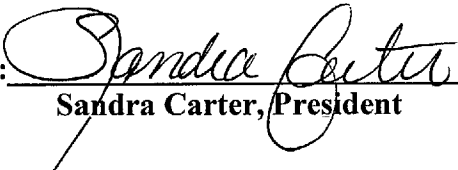
4. **Common Stock of NRG, Matrix, and M2:** Upon the Effective Date of the Merger, each share of NRG common stock (other than shares of NRG Common Stock owned by M2) and each share of Matrix common stock shall be changed and converted into .8481 shares and 15.7682 shares, respectively, of the common stock of M2.
5. **Execution Constitutes Approval:** By their execution of a written consent adopting and approving this Agreement, each stockholder and each director of M2, NRG, and Matrix shall be deemed to have given their unanimous written consent pursuant to the by-laws of

the corporation of which they are a shareholder or director and pursuant to the applicable Nevada Revised Statutes, to (a) the Merger, (b) the terms and conditions of this Agreement, and, (c) the execution and filing with the Nevada Secretary of the Certificate of Merger.


6. **General:** All parties agree that they will take such actions as may be required by the Nevada Revised Statutes to complete the Merger and to consummate the transactions contemplated by this Agreement. At any time before the Merger, any party may terminate this Agreement and abandon the Merger for any reason, notwithstanding the approval of this Agreement by another party. This Agreement shall in all respects be construed, governed, and enforced in accordance with the laws of the State of Nevada. This Agreement may be signed in counter-parts and shall be effective as though signed as a single document. Delivery of this Agreement may be made by electronic transmission (e.g., fax or pdf) or original, and shall be effective upon receipt by the respective corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above stated.

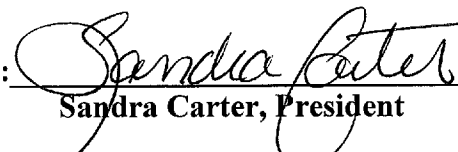
M2 INGREDIENTS, INC.:

By: 
Sandra Carter, President

NRGMATRIX INC.:

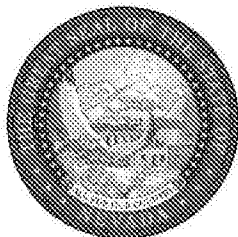
By: 
Sandra Carter, President

MATRIX HEALTHWERKS, INC.:

By: 
Sandra Carter, President

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

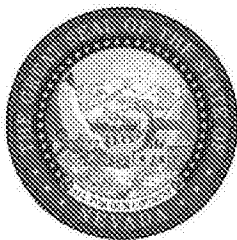
Certified Copy

August 16, 2017

Job Number: C20170816-0257
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20170349929-76	Merge In	6 Pages/1 Copies



Respectfully,

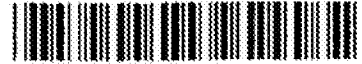
Handwritten signature of Barbara K. Cegavske in black ink.

Barbara K. Cegavske
Secretary of State

Certified By: Nita Hibshman
Certificate Number: C20170816-0257
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

TRADEMARK
REEL: 006484 FRAME: 0806



140103



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20170349929-76
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 08/16/2017 8:11 AM
	Entity Number E0462722010-0

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

NROMatrix Inc.
Name of merging entity
Nevada
Jurisdiction

Corporation
Entity type *

Matrix Healthwerks, Inc.
Name of merging entity
Nevada
Jurisdiction

Corporation
Entity type *

Name of merging entity
Jurisdiction

Entity type *

Name of merging entity
Jurisdiction

Entity type *

and,
M2 Ingredients, Inc.
Name of surviving entity
Nevada
Jurisdiction

Corporation
Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15

TRADEMARK
REEL: 006484 FRAME: 0807



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 1-5-15



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of *:

NRGMatrix Inc.
 Name of **merging** entity, if applicable

Matrix Healthwerks, Inc.
 Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or:

M2 Ingredients, Inc.
 Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
 Revised: 1-5-13



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A,160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

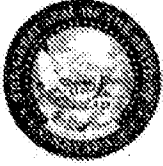
and, or,

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State S2A Merger Page 4
 Revised: 1-5-15

TRADEMARK
REEL: 006484 FRAME: 0810



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article 3 is amended to delete the following language: "Outstanding shares of the Common Stock of this Corporation may be redeemed, at the option of the Corporation, if the holder of such shares, or the owner of 50% or more of the outstanding shares of any class of equity securities of such holder, is convicted of a felony in any court of competent jurisdiction."

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
 Revised: 1-5-15

TRADEMARK
REEL: 006484 FRAME: 0811



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

NRGMatrix, Inc.		
Name of merging entity		
<u>X</u> <u>Sandra Porter</u>	President	8/10/2017
Signature	Title	Date
Matrix Healthworks Inc.		
Name of merging entity		
<u>X</u> <u>Sandra Porter</u>	President	8/10/2017
Signature	Title	Date
Name of merging entity		
<u>X</u>	President	
Signature	Title	Date
Name of merging entity		
<u>X</u>	Title	Date
Signature	Title	Date
and,		
M2 Ingredients, Inc.		
Name of surviving entity		
<u>X</u> <u>Sandra Porter</u>		8/10/2017
Signature	Title	Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 1-5-15

TRADEMARK
REEL: 006484 FRAME: 0812



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

October 29, 2018

PTAS

JANET F. SATTERTHWAITE
POTOMAC LAW GROUP PLLC
1300 PENNSYLVANIA AVENUE, NW, SUITE
700
WASHINGTON, DC 20004



900471160

United States Patent and Trademark Office
Notice of Non-Recordation of an Assignment Document

The enclosed document has been examined and found non-recordable by the Assignment Recordation Branch of the U.S. Patent and Trademark Office. The reason(s) for non-recordation are stated below:

1. Matrix Healthwerks Inc. was omitted from the cover sheet. There's also a discrepancy with the execution/effective dates and also the signature is missing from the assignors.

Documents being resubmitted for recordation must reflect the corrected information to be recorded, the Document ID number referenced above and all pages from this submitted document. The original date of filing of this assignment document will be maintained if resubmitted with the appropriate correction(s) by **Wednesday, November 28, 2018**, as outlined under 37 CFR 3.51. The resubmitted document must include a stamp with the official date of receipt under 37 CFR 3. Applicants may use the certified procedures under 37 CFR 2.197 or 2.198 for resubmission of the returned papers if they desire to have the benefit of the date of deposit in the United States Postal Service.

To file the resubmission electronically, navigate to the ETAS website at <http://etas.uspto.gov>, click the Start Resubmission button and enter the following information:

Document ID: 900471160
Access Code: XG13BPWQX9PYOG4

To file the resubmission in paper, send documents to: U.S. Patent and Trademark Office, Mail Stop: Assignment Recordation Branch, P.O. BOX 1450, Alexandria, VA 22313. If you have any questions regarding this notice, you may contact the Assignment Recordation Branch at 571-272-3350.

LAWANDA MILTON
ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM495148

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/17/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NRG Matrix Inc.		08/17/2018	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	M2 Ingredients, Inc.		
Street Address:	5931 Priestly Drive, Suite 101		
City:	Carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92008		
Entity Type:	Corporation: NEVADA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4372245	NRGMATRIX	
Registration Number:	4836240	MATRIX	
Registration Number:	4846027	MUSHROOM MATRIX	
Registration Number:	4850069	MUSHROOM MATRIX	
Registration Number:	5130586	MYCELIAL SCIENCE	
CORRESPONDENCE DATA			
Fax Number:	2023187707		
<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:	2024861578		
Email:	tm@potomaclaw.com		
Correspondent Name:	Janet F. Satterthwaite		
Address Line 1:	Potomac Law Group PLLC		
Address Line 2:	1300 Pennsylvania Avenue, NW, Suite 700		
Address Line 4:	Washington, D.C. 20004		
ATTORNEY DOCKET NUMBER:	2191-1		
NAME OF SUBMITTER:	Kathleen M Hemmerdinger		
SIGNATURE:	/Kathleen M Hemmerdinger/		
DATE SIGNED:	10/23/2018		

CH \$140.00 4372245