

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM501957

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Field Roast Grain Meat Company		06/20/2017	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	The Field Roast Grain Meat Company SPC		
Street Address:	300 Deschutes Way SW, Suite 304		
Internal Address:	c/o Corporation Service Company		
City:	Tumwater		
State/Country:	WASHINGTON		
Postal Code:	98501		
Entity Type:	Social Purpose Corporation: WASHINGTON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2874795	CELEBRATION ROAST	
Registration Number:	2216476	ORIGINAL FIELD ROAST	
CORRESPONDENCE DATA			
Fax Number:	2039757180		
<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:	2039757505		
Email:	christina.london@lockelord.com		
Correspondent Name:	Locke Lord LLP		
Address Line 1:	201 Broad Street		
Address Line 4:	Stamford, CONNECTICUT 06901		
ATTORNEY DOCKET NUMBER:	1514231.00001		
NAME OF SUBMITTER:	Christina London		
SIGNATURE:	/christina london/		
DATE SIGNED:	12/13/2018		
Total Attachments: 6			
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FILED
JUNE 23, 2017
SECRETARY OF STATE
STATE OF WASHINGTON

RECEIVED

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tid: 3530487

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TO

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FIELD ROAST GRAIN MEAT COMPANY

Pursuant to the provisions of RCW 23B.10.070, the following information is provided together with the attached Second Amended and Restated Articles of Incorporation for the above-named Washington corporation.

1. **Name.** The name of record of the corporation is: The Field Roast Grain Meat Company.

2. **Text of Amendments.** The attached Second Amended and Restated Articles of Incorporation of The Field Roast Grain Meat Company SPC include amendments to the Amended and Restated Articles of Incorporation, as amended which amend such articles of incorporation in their entirety. The text of these amendments, as adopted, is set forth in the attached Second Amended and Restated Articles of Incorporation.

3. **Exchange, Reclassification, or Cancellation of Issued Shares.** The amendments do not provide for an exchange, reclassification, or cancellation of issued shares.

4. **Date of Adoption.** The amendments and the Second Amended and Restated Articles of Incorporation were adopted by the Board of Directors on May 1, 2017, and duly approved by the shareholders on May 31, 2017 accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

5. **Effective Date.** The attached Second Amended and Restated Articles of Incorporation will be effective upon filing.

DATED this 20 day of June, 2017.



David A. Lee, President

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FIELD ROAST GRAIN MEAT COMPANY SPC**

Pursuant to RCW 23B.10.070 of the Washington Business Corporation Act (the "Act"), the undersigned does hereby submit these Second Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is The Field Roast Grain Meat Company SPC.

**ARTICLE II
PURPOSE AND POWERS**

This corporation is organized as a social purpose corporation governed Chapter 23B.25 of the Act. The purpose and powers of this corporation are as follows:

2.1 To engage in any lawful business consistent with this corporation's general social purpose.

2.2 To engage in any and all activities that, in the judgment of the Board of Directors, may at any time be incidental or conducive to the attainment of the foregoing purpose.

2.3 The general social purpose for which this corporation is organized is promoting the positive short-term or long-term effects, and minimizing the adverse short-term or long-term effects, of the corporation's activities upon the corporation's employees, suppliers, customers, and the local, state, national and world community, and the environment.

2.4 The specific social purposes of this corporation are:

(a) to provide a positive social impact through the creation, distribution and maintenance of community equity; to be a social enterprise that provides wealth and good health to all of this corporation's stakeholders: shareholders, customers, employees, and vendors; and to preserve and protect the physical and social environment; and

(b) to create a new form of capitalism that rewards the hard work, financial resources and generous talent of individuals, and acknowledges the complex and diverse community of stakeholders that creates all enterprise; and to remain independent.

2.5 To exercise any and all powers that a social purpose corporation formed under the Act, or any amendment thereto or substitute therefor, is entitled at the time to exercise.

2.6 The mission of this social purpose corporation is not necessarily compatible with and may be contrary to maximizing profits and earnings for shareholders, or maximizing shareholder value in any sale, merger, acquisition, or other similar actions of this corporation.

**ARTICLE III
AUTHORIZED SHARES**

This corporation is authorized to issue Fifty Million (50,000,000) shares of common stock, having no par value.

**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 for 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
BYLAWS**

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
DIRECTORS**

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.

**ARTICLE VIII
SHAREHOLDER VOTING REQUIREMENTS
FOR CERTAIN TRANSACTIONS**

In order to obtain shareholder approval in connection with the following corporate actions, such actions must be approved by each voting group of shareholders entitled to vote thereon by a majority of all the votes entitled to be cast by that voting group: amendment of the Articles of Incorporation; a plan of merger or share exchange; the sale, lease, exchange, or other disposition of all, or substantially all, of the corporation's assets other than in the usual and regular course of business; or dissolution of the corporation.

**ARTICLE IX
SHAREHOLDER ACTION ON LESS THAN
UNANIMOUS CONSENT**

In any matter requiring shareholder action, the shareholders may act by consent of the shareholders holding of record, or otherwise entitled to vote, in the aggregate, 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. At least one (1) day before any action to be taken under this Article IX is effective, notice of such action shall be given to all shareholders who did not join in the consent to such action and who would be entitled to vote on such action or would have received notice of a meeting in which such action would be taken. *Provided that, if the action authorizes or approves of a significant business transaction, as defined under RCW 23B.19.020(15), then the notice shall be given to such non-consenting shareholders at least twenty (20) days before the effective date of such authorization or approval.* The notice shall be in the form of a record, and shall state the action or actions to be taken by the shareholders. For purposes of these articles, "record" means information inscribed on a tangible medium or contained in an electronic transmission. The notice shall be transmitted in the same manner as all other shareholder notices, as stated in these Articles of Incorporation or the Bylaws of this corporation. Notice to shareholders in an electronic transmission is effective only with respect to shareholders that have consented, in the form of a record, to receive electronically transmitted notices under the Act and designated in the consent the address, location, or system to which these notices may be electronically transmitted and with respect to a notice that otherwise complies with any other requirement of the Act and applicable federal law.

**ARTICLE X
LIMITATION OF DIRECTORS' LIABILITY**

A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating RCW 23B.08.310, or for 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 the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

11.1 **Right to Indemnification.** Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director,


trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 11.2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 11 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon physical delivery to the corporation of a written undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 11 or otherwise.

11.2 Right of Claimant to Bring Suit. If a claim under Section 11.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

11.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

11.4 **Insurance, Contracts and Funding.** The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

11.5 **Indemnification of Employees and Agents of the Corporation.** The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Act or otherwise.

By: 

David A. Lee, President