

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM504109

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ECO-PRODUCTS, INC.		03/13/2018	Corporation: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Eco-Products, PBC		
<b>Street Address:</b>	4755 Walnut Street		
<b>City:</b>	Boulder		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80301		
<b>Entity Type:</b>	Corporation: COLORADO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3555735	ECO PRODUCTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6038864796		
<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>			
<b>Phone:</b>	6038866100		
<b>Email:</b>	trademarks@mcr-ip.com		
<b>Correspondent Name:</b>	Maine Cernota & Rardin		
<b>Address Line 1:</b>	547 Amherst St., 3rd Floor		
<b>Address Line 4:</b>	Nashua, NEW HAMPSHIRE 03063		
<b>ATTORNEY DOCKET NUMBER:</b>	ECOP011-TM		
<b>NAME OF SUBMITTER:</b>	Matthew J. Curran		
<b>SIGNATURE:</b>	/Matthew J. Curran, Reg. No. 71,094/		
<b>DATE SIGNED:</b>	01/02/2019		
<b>Total Attachments: 7</b>			
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OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF DOCUMENT FILED**

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Amended and Restated Articles of Incorporation

with Document # 20181212126 of  
Eco-Products, PBC

Colorado Corporation

(Entity ID # 19901094089 )

consisting of 6 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 06/01/2018 that have been posted, and by documents delivered to this office electronically through 06/06/2018 @ 13:53:20.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 06/06/2018 @ 13:53:20 in accordance with applicable law. This certificate is assigned Confirmation Number 10941101



A handwritten signature in cursive script, reading "Wayne W. Williams".

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."*



Colorado Secretary of State  
 Date and Time: 03/13/2018 10:08 AM  
 ID Number: 19901094089  
 Document number: 20181212126  
 Amount Paid: \$25.00

Document must be filed electronically.  
 Paper documents are not accepted.  
 Fees & forms are subject to change.  
 For more information or to print copies  
 of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

ABOVE SPACE FOR OFFICE USE ONLY

**Amended and Restated Articles of Incorporation**

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 19901094089  
(Colorado Secretary of State ID number)  
 Entity name ECO-PRODUCTS, INC.

2. The new entity name (if applicable) is Eco-Products, PBC

3. The amended and restated constituent filed document is attached.

4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

5. **(Caution: Leave blank** if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing the document to be delivered for filing are

Ellsworth Holly J.  
(Last) (First) (Middle) (Suffix)  
1401 Lawrence Street  
(Street name and number or Post Office Box information)  
Suite 2300  
Denver CO 80202-2498  
(City) (State) (Postal/Zip Code)  
United States  
(Province – if applicable) (Country – if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ECO-PRODUCTS, INC.**

Pursuant to the provisions of the Colorado Business Corporation Act (the “Act”) and the Public Benefit Corporation Act of Colorado (the “Public Benefit Act”), this public benefit corporation adopts the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation of the Corporation and all prior amendments thereto.

**ARTICLE I  
NAME**

The name of the corporation is Eco-Products, PBC (the “Corporation”). Eco-Products, PBC is a public benefit corporation organized under the Public Benefit Act.

**ARTICLE II  
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares, with a par value of \$0.01 per share, which shares shall be designated “Common Stock.”

**ARTICLE III  
OFFICES**

The street address of the registered office of the Corporation is 4755 Walnut Street, Boulder, Colorado 80301 and the name of the initial registered agent at that address is Michael Hastings. The address of the Corporation’s principal office is 4755 Walnut Street, Boulder, Colorado 80301.

**ARTICLE IV  
PURPOSES**

Pursuant to §7-101-503 of the Public Benefit Act, the purpose for which the Corporation is organized is to be the leading provider of environmentally preferable food service packaging, advance zero waste systems, and help customers be better stewards of the environment. The Corporation aims to be in the vanguard of a zero waste future.

**ARTICLE V  
PREEMPTIVE RIGHTS**

A shareholder of the Corporation shall not be entitled to a preemptive right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the Corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or

carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares.

## **ARTICLE VI QUORUM FOR SHAREHOLDERS' MEETINGS**

Except as Bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of shareholders. Except as Bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Act with respect to action on amendment to these articles of incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any Bylaw adding, changing or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

## **ARTICLE VII BOARD OF DIRECTORS**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a board of directors.

The number of directors of the Corporation shall be fixed and may be altered from time to time in accordance with the Bylaws.

The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum or by the shareholders at a special meeting called for that purpose.

Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualified.

## **ARTICLE VIII CUMULATIVE VOTING**

Each outstanding share of Common Stock shall be entitled to one vote and each outstanding fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. Cumulative voting shall not be allowed in the election of directors.

**ARTICLE IX  
ACTION BY SHAREHOLDERS**

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a written consent (or counterparts thereof) that sets forth the action so taken is signed by the shareholders having the minimum number of votes necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted.

**ARTICLE X  
LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for

- (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) acts specified in Section 7-108-403 of the Act; or
- (iv) any transaction from which the director directly or indirectly derived any improper personal benefit.

If the Act is hereafter amended or superseded to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended or superseded. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation under this Article IX, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article IX, prior to such repeal or modification.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that the person is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, such person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's



estate and personal representative, to the extent and in the manner provided in any Bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

**ARTICLE XII  
TERM OF EXISTENCE**

The duration of the Corporation shall be perpetual.

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