

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM505535

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
POET NUTRITION, INC.		01/01/2019	Corporation: SOUTH DAKOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	POET NUTRITION, LLC		
<b>Street Address:</b>	4506 N. LEWIS AVE.		
<b>City:</b>	SIOUX FALLS		
<b>State/Country:</b>	SOUTH DAKOTA		
<b>Postal Code:</b>	57104		
<b>Entity Type:</b>	Limited Liability Company: SOUTH DAKOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88046476	PROPELLET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8164121263		
<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>	8168428600		
<b>Email:</b>	trademark.mpl@stinson.com		
<b>Correspondent Name:</b>	STINSON LEONARD STREET LLP		
<b>Address Line 1:</b>	50 SOUTH 6TH STREET, STE 2600		
<b>Address Line 4:</b>	MINNEAPOLIS, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	2063482-0261		
<b>NAME OF SUBMITTER:</b>	Cynthia Maust		
<b>SIGNATURE:</b>	/Cynthia Maust/		
<b>DATE SIGNED:</b>	01/11/2019		
<b>Total Attachments: 6</b>			
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**ARTICLES OF ENTITY CONVERSION  
POET NUTRITION, INC.**

Pursuant to Section 47-1A-953 of the South Dakota Business Corporation Act (the “Act”), the undersigned corporation hereby certifies the following:

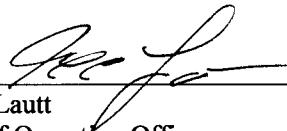
1. The name of the corporation immediately before the filing of these Articles of Entity Conversion is POET Nutrition, Inc., a South Dakota corporation (the “**Corporation**”).
2. The Corporation shall convert from a South Dakota corporation to a South Dakota limited liability company (the “**Conversion**”) on January 1, 2019 (the “**Effective Time**”) pursuant to that certain Plan of Entity Conversion (the “**Plan**”) dated as of the Effective Time.
3. Pursuant to Section 47-1A-952 of the Act, the Plan was approved by the board of directors of the Corporation, and duly approved by the sole shareholder of the Corporation.
4. The name of the limited liability company after the Conversion is POET Nutrition, LLC (the “**Company**”).
5. The Company shall be organized pursuant to Articles of Organization in the form attached hereto as Exhibit A upon the Effective Time of the Conversion.

*[signature page follows]*

B0085-2319 12/28/2018 9:18AM Rec'd by SD SOS

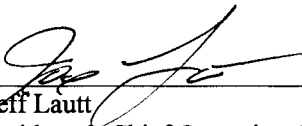
IN WITNESS WHEREOF, the undersigned authorized person has executed these Articles as of the Effective Time.

**POET Nutrition, Inc.**, a South Dakota corporation

By:   
Name: Jeff Lautt  
Title: Chief Operating Officer

**SOLE SHAREHOLDER:**

**POET Investments, Inc.**, a South Dakota corporation

By:   
Name: Jeff Lautt  
Title: President & Chief Operating Officer

[Signature Page to Articles of Entity Conversion – POET Nutrition, Inc.]

**TRADEMARK**  
**REEL: 006522 FRAME: 0594**

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**Exhibit A**

**Articles of Organization**

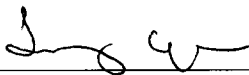
*(see attached)*

**ARTICLES OF ORGANIZATION  
DOMESTIC LIMITED LIABILITY COMPANY  
OF  
POET NUTRITION, LLC**

The undersigned, desiring to form a limited liability company pursuant to the South Dakota Uniform Limited Liability Act (the "Act"), does hereby certify as follows:

1. The name of the company is POET Nutrition, LLC.
2. The duration of the company is perpetual.
3. The address of the initial designated office in or out of the state of South Dakota where the company conducts its business is 4615 North Lewis Avenue, Sioux Falls, South Dakota 57104.
4. The South Dakota Registered Agent name is Corporation Service Company, 503 S. Pierre Street, Pierre, SD 57501, and its Commercial Registered Agent number is 0000003.
5. The name and address of the organizer is Tammy Eddings, Husch Blackwell LLP, 4801 Main Street, Suite 1000, Kansas City, MO 64112.
6. The company shall be member-managed.
7. The members shall not be liable for the debts and obligations of the limited liability company under Section 47-34A-303(c) of the Act.

IN WITNESS WHEREOF, the undersigned authorized person has executed these Articles of Organization as of the 1<sup>st</sup> day of January, 2019.

  
 \_\_\_\_\_  
 Tammy Eddings, Authorized Person

# State of South Dakota

Office of the Secretary of State

## Certificate of Conversion

Domestic Limited Liability Company

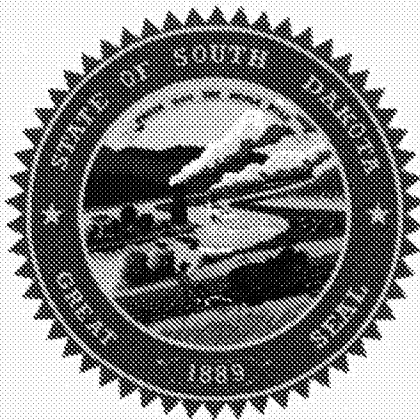
I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Application for Conversion for

**POET Nutrition, LLC**

BUSINESS ID# DL158261

with an effective date of: January 1, 2019, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, has been received in this office and is found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Conversion and attach hereto a duplicate of the Application for Conversion.



**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, January 1, 2019.

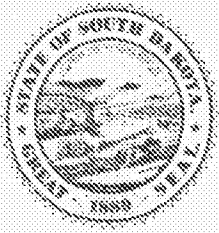
*Shantel Krebs*

Shantel Krebs  
Secretary of State

01/02/2019 11:22 AM

TRADEMARK

REEL: 006522 FRAME: 0597



*South Dakota Secretary of State*  
SHANTEL KREBS

POET Nutrition, LLC  
4615 N LEWIS AVE  
SIOUX FALLS, SD 57104

January 2, 2019

**ACKNOWLEDGMENT OF CONVERSION**

Business ID: DL158261

Effective Date: 01/01/2019

**POET NUTRITION, INC.** converted from a **SOUTH DAKOTA Business Corporation** to  
**POET Nutrition, LLC**  
a **SOUTH DAKOTA Limited Liability Company**

Shantel Krebs  
Secretary of State  
State of South Dakota