

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM517165

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Platinum Elephant, LLC		01/01/2019	Limited Liability Company: COLORADO

RECEIVING PARTY DATA

Name:	Platinum Elephant, Inc.
Street Address:	6313 Umber Circle
City:	Arvada
State/Country:	COLORADO
Postal Code:	80403
Entity Type:	Corporation: COLORADO

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	5710710	MOTORBOATERS
Registration Number:	5573986	HAUTE SOIRÉE
Registration Number:	5473519	LAVLEY
Registration Number:	4981294	HAUTE SOIREE
Registration Number:	4889196	TEENY PEENIE
Serial Number:	88081545	MOTORBOATERS
Serial Number:	88056100	HAUTE SOIRÉE
Serial Number:	88056125	LAVLEY
Serial Number:	88056149	
Serial Number:	88056140	IT'S A LAVLEY LIFE
Serial Number:	88032093	SAY IT WITH SOCKS

CORRESPONDENCE DATA

Fax Number: 8009610363

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.

Phone: (314) 749-4059

Email: pto@yourtrademarkattorney.com

Correspondent Name: Morris E. Turek

Address Line 1: 167 Lamp and Lantern Village, #220

TRADEMARK

Address Line 4: Chesterfield, MISSOURI 63017-8208

NAME OF SUBMITTER: Morris E. Turek

SIGNATURE: /met20/

DATE SIGNED: 04/03/2019

Total Attachments: 8

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Colorado Secretary of State
 Date and Time: 12/26/2018 10:35 AM
 ID Number: 20101098471
 Document number: 20188024970
 Amount Paid: \$100.00

Document must be filed electronically.
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 For more information or to print copies
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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number 20101098471
 (Colorado Secretary of State ID number)

Entity name or true name PLATINUM ELEPHANT, LLC

Form of entity Limited Liability Company

Jurisdiction Colorado

Street address 6313 Umber Circle
 (Street number and name)

Arvada CO 80403
 (City) (State) (ZIP/Postal Code)

United States
 (Province – if applicable) (Country)

Mailing address _____
 (leave blank if same as street address) (Street number and name or Post Office Box information)

 (City) (State) (ZIP/Postal Code)

 (Province – if applicable) (Country)

2. The entity name of the resulting entity is PLATINUM ELEPHANT, INC.
 (Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

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

This document contains additional information as provided by law.

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 are 01/01/2019 12:01 AM
 (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.

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

<u>Mack</u>	<u>RoxAnn</u>	<u>D.</u>	
(Last)	(First)	(Middle)	(Suffix)
<u>Faegre Baker Daniels LLP</u>			
(Street number and name or Post Office Box information)			
<u>1470 Walnut Street, Suite 300</u>			
<u>Boulder</u>	<u>CO</u>	<u>80302</u>	
(City)	(State)	(ZIP/Postal Code)	
	<u>United States</u>		
(Province – if applicable)	(Country)		

(If applicable, adopt the following 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.

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Colorado Secretary of State
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ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation
 filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

PLATINUM ELEPHANT, INC.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address 6313 Umber Circle
(Street number and name)

Arvada CO 80403
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
 (if an individual) Welch Michael D.
(Last) (First) (Middle) (Suffix)

or

(if an entity)
 (Caution: Do not provide both an individual and an entity name.)

Street address 6313 Umber Circle
(Street number and name)

Arvada CO 80403
(City) (State) (ZIP/Postal Code)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Mack RoxAnn D. _____
(Last) (First) (Middle) (Suffix)

or
 (if an entity) _____
 (Caution: Do not provide both an individual and an entity name.)

Mailing address Faegre Baker Daniels LLP
(Street number and name or Post Office Box information)
1470 Walnut Street, Suite 300
Boulder CO 80302
(City) (State) (ZIP/Postal Code)
 _____ United States
(Province – if applicable) (Country)

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

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

- The corporation is authorized to issue 1,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.
- Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

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

This document contains additional information as provided by law.

7. (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 01/01/2019 12:01 AM.
(mm/dd/yyyy hour:minute am/pm)

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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 named in the document as one who has caused it to be delivered.

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

Mack RoxAnn D.
(Last) (First) (Middle) (Suffix)
Faegre Baker Daniels LLP
(Street number and name or Post Office Box information)
1470 Walnut Street, Suite 300
Boulder CO 80302
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

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

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**ARTICLES OF INCORPORATION
OF
PLATINUM ELEPHANT, INC.**

**ARTICLE I
NAME**

The name of the corporation is Platinum Elephant, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation shall have authority to issue is 1000 shares, which shares shall be designated "Common Stock."

**ARTICLE III
OFFICES**

The street address of the initial registered office of the Corporation is 6313 Umber Circle, Arvada, Colorado 80403, and the name of the registered agent at that address is Michael D. Welch. The address of the Corporation's initial principal office is 6313 Umber Circle, Arvada, Colorado 80403.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator is RoxAnn D. Mack, Faegre Baker Daniels LLP, 1470 Walnut Street, Suite 300, Boulder, Colorado 80302. The incorporator is 18 or more years of age.

**ARTICLE V
PURPOSES**

The purpose for which the Corporation is organized is to engage in any lawful business.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Except as provided by contract, no holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

**ARTICLE VII
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 VIII 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 Corporation's 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, even if less than a quorum.

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

ARTICLE IX 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 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 of the Colorado Corporations and Associations Act, as amended (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 X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, 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. The right to indemnification set forth in this Article XI includes the right to be paid the expenses related to a claim giving rise to indemnification prior to the final resolution of the matter.

**ARTICLE XII
TERM OF EXISTENCE**

The duration of the Corporation shall be perpetual.

* * * * *

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is RoxAnn D. Mack, Faegre Baker Daniels LLP, 1470 Walnut Street, Suite 300, Boulder, Colorado 80302.