

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM524435

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Foodbam, LLC		05/02/2019	Limited Liability Company: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Foodbam, Inc.		
Street Address:	307 Waverley Oaks Road		
Internal Address:	Suite 401		
City:	Waltham		
State/Country:	MASSACHUSETTS		
Postal Code:	02452		
Entity Type:	Corporation: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5007251	FOOD BAM	
CORRESPONDENCE DATA			
Fax Number:	6177422355		
<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:	617-742-4200		
Email:	trademark@riw.com		
Correspondent Name:	Stacey C. Friends, Esq.		
Address Line 1:	255 State Street, 7th Floor		
Address Line 2:	Ruberto, Israel & Weiner, P.C.		
Address Line 4:	Boston, MASSACHUSETTS 02109		
NAME OF SUBMITTER:	Stacey C. Friends		
SIGNATURE:	/Stacey C. Friends/		
DATE SIGNED:	05/21/2019		
Total Attachments: 5			
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a Domestic Other Entity

FORM MUST BE TYPED

to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

(1) Exact name of other entity: Foodbam, LLC

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Foodbam, Inc.

(3) The plan of entity conversion was duly approved in accordance with the organic law of the other entity.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Foodbam, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

* Professional corporations governed by G.L. Chapter 156A must specify the professional activities of the corporation.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

None.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See Attachment Sheet.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
255 State Street, 7th Floor, Boston, MA 02109
- b. The name of its initial registered agent at its registered office:
Russell N. Stein, Esq.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: John B. Davie

Treasurer: John B. Davie

Secretary: John B. Davie

Director(s): John B. Davie

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation: December 31
 - e. A brief description of the type of business in which the corporation intends to engage:
Online ordering and payment platform for food service operators
 - f. The street address of the principal office of the corporation:
307 Waverley Oaks Road, Suite 401, Waltham, MA 02452
 - g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
307 Waverley Oaks Road, Suite 401, Waltham, MA 02452
- _____, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

Signed by: /s/ John B. Davie
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 2nd day of May, 2019

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ARTICLE VI. Other lawful provisions:

1. **Authority of Directors to Create New Classes and Series of Shares.** The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.
2. **Minimum Number of Directors.** The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
3. **Personal Liability of Directors to Corporation.** No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.
4. **Shareholder Vote Required to Approve Matters Acted on by Shareholders.** The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
5. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.
6. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the articles of organization or the bylaws requires action by the shareholders.
7. **Indemnification of Directors and Officers.** The corporation may, to the fullest extent permitted by Chapter 156D of the General Laws of Massachusetts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

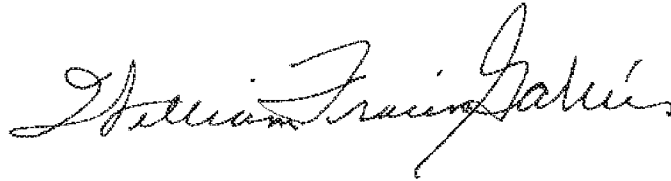
TRADEMARK

REEL: 006650 FRAME: 0080

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

May 02, 2019 04:48 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth