

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM524810

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|---|-----------------------------------|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Alchemy365, LLC | | 12/12/2018 | Limited Liability Company: MINNESOTA |
| RECEIVING PARTY DATA | | | |
| Name: | Alchemy 365, Inc. | | |
| Street Address: | 246 9th Ave N | | |
| City: | Minneapolis | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55401 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5731516 | ALCHEMY 365 | |
| Registration Number: | 5123019 | A | |
| Registration Number: | 5235102 | TORPEDO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | 6122252950 | | |
| Email: | IPGroupMailbox@saul.com | | |
| Correspondent Name: | Leah Leyendecker | | |
| Address Line 1: | 33 South Sixth Street, Suite 4750 | | |
| Address Line 4: | Minneapolis, MINNESOTA 55402 | | |
| NAME OF SUBMITTER: | Leah Leyendecker | | |
| SIGNATURE: | /Leah Leyendecker/ | | |
| DATE SIGNED: | 05/23/2019 | | |
| Total Attachments: 6 | | | |
| source=20181212 Filed Delaware Certificate of Conversion (Alchemy 365 Inc.)#page1.tif | | | |
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Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MINNESOTA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ALCHEMY365, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ALCHEMY365, LLC" TO "ALCHEMY 365, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2018, AT 11:51 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

7190320 8100F
SR# 20188104680

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204081067
Date: 12-12-18

TRADEMARK
REEL: 006652 FRAME: 0445

**CERTIFICATE OF CONVERSION
FROM A MINNESOTA LIMITED LIABILITY COMPANY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

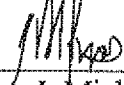
This Certificate of Conversion is being duly executed and filed by the persons authorized to sign this Certificate of Conversion on behalf of Alchemy365, LLC, a Minnesota limited liability company (the "Minnesota LLC"), to convert the Minnesota LLC to Alchemy 365, Inc., a Delaware corporation (the "Delaware Corporation"), pursuant to Section 265 of the Delaware General Corporation Law.

1. The jurisdiction where the Minnesota LLC was first formed is Minnesota.
2. The jurisdiction of the Minnesota LLC immediately prior to filing this Certificate of Conversion is Minnesota.
3. The date the Minnesota LLC was first formed is November 4, 2014.
4. The name of the Minnesota LLC immediately prior to filing this Certificate of Conversion is Alchemy365, LLC.
5. The name of the Delaware Corporation as set forth in the Certificate of Incorporation is Alchemy 365, Inc.

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IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting the Minnesota LLC have executed this Certificate of Conversion on December 12th 2018.

Alchemy365, LLC

By: 
Name: J. Michael Jones,
Its: Chief Executive Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALCHEMY 365, INC." FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2018, AT 11:51 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



7190320 8100F
SR# 20188104680

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204081067
Date: 12-12-18

TRADEMARK
REEL: 006652 FRAME: 0448

**CERTIFICATE OF INCORPORATION
OF
ALCHEMY 365, INC.**

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does execute this Certificate of Incorporation and does hereby certify as follows:

FIRST: The name of this corporation is Alchemy 365, Inc. (the "Corporation").

SECOND: The registered office of the corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801 County of New Castle. The name of the corporation's registered agent at such address shall be The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The Corporation shall have authority to issue 1,500,000 shares of Common Stock, par value \$0.0001 per share ("Common Stock"). The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

FIFTH: Subject to any additional vote required by the Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, as the same exists or as that provision hereafter may be amended, supplemented or replaced, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action

further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability herein, shall be limited to the fullest extent permitted by the General Corporation Law as amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law. Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.


ELEVENTH: Except as otherwise set forth in this Certificate of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this section Eleventh.

TWELFTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law, as the same exists or hereafter may be amended.

THIRTEENTH: The name and mailing address of the incorporator are as follows:

Joshua J. Curry
Winthrop & Weinstine, P.A.
225 South Sixth Street
Suite 3500
Minneapolis, MN 55402

IN WITNESS WHEREOF, the undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his, her or its act and deed on this 12th day of December, 2018.



Joshua J. Curry, Incorporator