

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM539171

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Icon LLC		08/09/2018	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	ICON Technology, Inc.		
Street Address:	6109 Turtle Point Dr.		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78746		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	87960329	ICON	
Serial Number:	88305103	LAVACRETE	
Serial Number:	88305105	MAGMA	
Serial Number:	87960319	ICON	
CORRESPONDENCE DATA			
Fax Number:	3128278185		
<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:	3123721121		
Email:	kristen.moore@klgates.com		
Correspondent Name:	K&L Gates LLP		
Address Line 1:	P.O. Box 1135		
Address Line 4:	Chicago, ILLINOIS 60690-1135		
NAME OF SUBMITTER:	Stewart N. Mesher		
SIGNATURE:	/Stewart Mesher/		
DATE SIGNED:	09/03/2019		
Total Attachments: 18			
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**AGREEMENT AND PLAN OF CONVERSION
OF
ICON LLC
INTO
ICON TECHNOLOGY, INC.**

THIS AGREEMENT AND PLAN OF CONVERSION (this “*Agreement*”) is entered into by and among Icon LLC, a Texas limited liability company (“*Icon LLC*”) and the individuals and entities listed on Schedule I hereto as the sole members of Icon LLC (the “*Members*”) as of August 9, 2018.

RECITALS

WHEREAS, the Members own 9,037,500 units of the membership interests of Icon LLC, representing all of the membership interests in Icon LLC (the entirety of the Members’ membership interests in Icon LLC is referred to herein as the “*Equity Interests*”);

WHEREAS, the Members are parties to that certain Company Agreement of Icon LLC dated as of September 25, 2017 (the “*Company Agreement*”);

WHEREAS, in accordance with Section 10.101 of the Texas Business Organizations Code (the “*TBOC*”) and Section 265 of the Delaware General Corporation Law (the “*DCGL*”), Icon LLC proposes to convert (the “*Conversion*”) into ICON Technology, Inc., a Delaware corporation (“*ICON Technology, Inc.*”); and

WHEREAS, the Members wish to convert the Equity Interests into shares of common stock, \$0.0001 par value per share, of ICON Technology, Inc. (the “*Common Stock*”), as set forth on Schedule I hereto.

NOW, THEREFORE, in consideration of the promises and mutual covenants, agreements, undertakings and obligations set forth herein, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. *Plan of Conversion.*

(a) The name of the converting entity is Icon LLC, a Texas limited liability company.

(b) The name of the converted entity is ICON Technology, Inc., a Delaware corporation.

(c) In accordance with Section 10.103 of the TBOC and Section 265 of the DGCL, Icon LLC, the converting entity, is continuing its existence in the organizational form of ICON Technology, Inc. ICON Technology, Inc. shall continue the historic business of Icon LLC using the historic business assets of Icon LLC, shall retain, without transfer or assignment, all of the assets, rights, powers and property of Icon LLC, and continue to be subject to all of the debts, liabilities and obligations of Icon LLC as constituted immediately prior to the Conversion.

(d) ICON Technology, Inc., the converted entity, is a corporation formed under the laws of Delaware.

(e) The Certificate of Conversion to be filed with the Secretary of State of the State of Texas is attached hereto as **Exhibit A** (the “*TX Conversion Certificate*”).

(f) The Certificate of Conversion to be filed with the Secretary of State of the State of Delaware is attached hereto as **Exhibit B** (the “*DE Conversion Certificate*”).

(g) The Certificate of Incorporation of ICON Technology, Inc. shall be, as of the Effective Time (as defined below) as set forth on **Exhibit C** hereto (the “*Certificate*”) and shall continue in full force and effect as the Certificate of Incorporation of ICON Technology, Inc. until duly amended in accordance with the provisions thereof and applicable law.

(h) The Bylaws of ICON Technology, Inc., shall be, as of the Effective Time (as defined below) as set forth on **Exhibit D** hereto (the “*Bylaws*”), until duly amended in accordance with the provisions thereof and applicable law.

(i) Upon the effectiveness of the Conversion, the Company Agreement of Icon LLC shall be and hereby is terminated.

2. *Issuance of Shares.*

(a) Upon the filing of the DE Conversion Certificate with the Secretary of State of the State of Delaware (the “*Effective Time*”), the Members’ Equity Interests shall automatically convert into that number of fully paid and nonassessable shares of Common Stock of ICON Technology, Inc. as set forth on Schedule I hereto, on a one-for-one basis. No fractional share interests of ICON Technology, Inc. shall be issued. Immediately following the Conversion there will be 9,037,500 shares of Common Stock issued and outstanding.

(b) The Shares so issued to the Members shall have the rights, preferences and privileges set forth in the Certificate, as the same may be amended from time to time. ICON Technology, Inc. shall be operated in accordance with the Bylaws, as the same may be amended from time to time.

3. *Delivery of Certificates Representing Stock.* Subject to the effectiveness of the Conversion, ICON Technology, Inc. will deliver to the Members certificates, registered in such Member’s name and representing the number of shares of Common Stock set forth on Schedule I hereto.

4. *Representations and Warranties of Members.* Each Member represents and warrants to ICON Technology, Inc. as follows:

(a) *Title to Equity.* The Equity Interest for such Member set forth in the recitals is owned of record and beneficially by such Member. The Member has good and valid title to such Equity Interest, free and clear of any liens, claims, charges, restrictions, pledges, security interest, options, warrants or other legal or equitable encumbrances, except as may be set forth in the Company Agreement, or the applicable advisor agreement as indicated on Schedule I hereto.

(b) *Entire Interest.* The Equity Interests constitutes all of the equity and ownership interests in Icon LLC owned by the Members. Each Member further acknowledges and agrees that upon issuance by ICON Technology, Inc. of the Shares set forth on Schedule I hereto, such Member

currently has no other rights to acquire equity now or at any time in the future with respect to either Icon LLC or ICON Technology, Inc.

5. **Tax Reporting.** For federal and state income tax purposes the conversion of Icon LLC from a Texas limited liability company into a Delaware corporation shall be reported as having occurred in the following manner: first, Icon LLC shall be treated as having contributed all of its assets and liabilities to ICON Technology, Inc. in exchange for the capital stock of ICON Technology, Inc. pursuant to Section 351 of the Internal Revenue Code of 1986, as amended, and second, immediately thereafter, Icon LLC shall be treated as distributing such capital stock of ICON Technology, Inc. in a liquidating distribution of Icon LLC. The parties shall report the transaction in a manner consistent with such characterization for all federal and state income tax purposes; such reporting is intended to be in compliance with U.S. Internal Revenue Service Revenue Ruling 2004-59.

6. **Initial Board of Directors.** The Members hereby designate and elect Jason Ballard as the initial member of the Board of Directors of ICON Technology, Inc.

7. **Miscellaneous.**

(a) **Applicable Law.** This agreement shall be governed in all respects by the internal laws of the State of Delaware without regard to conflict of laws rules.

(b) **Effectiveness; Counterparts.** This Agreement shall become effective when signed by all the Members of Icon LLC. The Conversion shall be effective as of the Effective Time. This Agreement may be executed in several counterparts, each of which shall be deemed an original, and all of which counterparts together shall constitute one and the same instrument.

(c) **Waiver.** No action taken pursuant to this Agreement shall be deemed to constitute a waiver by the party taking such action of compliance with any covenants or agreements contained herein. No failure to exercise and no delay in exercising any right, power or privilege of a party hereunder shall operate as a waiver or consent to the modification of the terms hereof unless given by the party in writing. The waiver by any party hereto of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any preceding or succeeding breach.

(d) **Entire Agreement.** This Agreement constitutes the entire agreement and understanding between the parties hereto with respect to the subject matter covered hereby, and supersedes any prior or contemporaneous agreement or understanding related to the subject matter hereof and thereof.

(e) **Modification or Amendment.** This Agreement may be modified or amended only by written agreement executed and delivered by all parties hereto. Any such modification or amendment shall be binding on all parties hereto.

(f) **Successors and Assigns.** This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, assigns, heirs, executors, administrators and legal representatives.

(g) **Headings.** The headings contained in this Agreement are for convenience of reference only and shall not limit or otherwise affect the meaning or interpretation hereof.

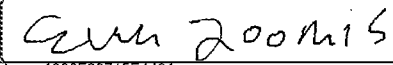
(h) **Severability.** If any provision set forth in this Agreement is determined by a court of competent jurisdiction to be unenforceable by reason of its being too extensive in any

respect, such provision shall be interpreted to have the broadest application as shall be enforceable. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the validity of the other provisions hereof, which shall continue in full force and effect.

(i) *Telecopy Execution and Delivery.* A facsimile, telecopy or other reproduction of this Agreement may be executed by one or more parties hereto, and an executed copy of this Agreement may be delivered by one or more parties hereto by facsimile or similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes. At the request of any party hereto, all parties hereto agree to execute an original of this Agreement as well as any facsimile, telecopy or other reproduction hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

ICON LLC

DocuSigned by:


1982F33715E4491...
Evan Loomis, Managing Member

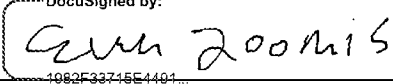
ICON LLC

SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF CONVERSION

TRADEMARK
REEL: 006735 FRAME: 0115

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBERS

DocuSigned by:

1082F33745E4401

Evan Loomis

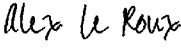
Alex Le Roux

Taylor Jackson

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBERS

Evan Loomis

DocuSigned by:

14039E1E1B03418...
Alex Le Roux

Taylor Jackson

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBERS

Evan Loomis

Alex Le Roux

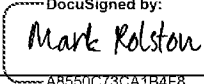
DocuSigned by:
Taylor Jackson
983F99F8753E4C9...

Taylor Jackson

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBER

ARGO DESIGN LLC

By:  _____
A8550C73CA1B4F8...

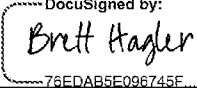
Name: Mark Rolston

Title: founder and Chief Creative

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBER

NEW STORY CHARITY

By:  _____
DocuSigned by:
Brett Hagler
76EDAB5E096745E...

Brett Hagler, CEO

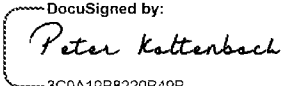
Name: _____

Title: _____
CEO

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBER

PUMP STUDIOS INC.

By:  _____
3C0A19B8220E49E

Name: Peter Kaltenbach

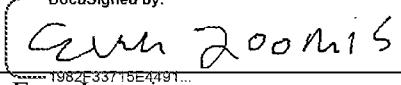
Title: Partner

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBER

SATURN FIVE LLC

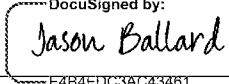
By: Saturn Five Control LLC, its sole-manager

By:  DocuSigned by:
Name: Evan Loomis
Title: Manager

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Conversion as of the day and year first above written.

MEMBER

SKOGEN, LLC

By:  E4B4FDC3AC43461...

Name: Jason Ballard

Title: Manager



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Icon LLC
File Number: 802417464

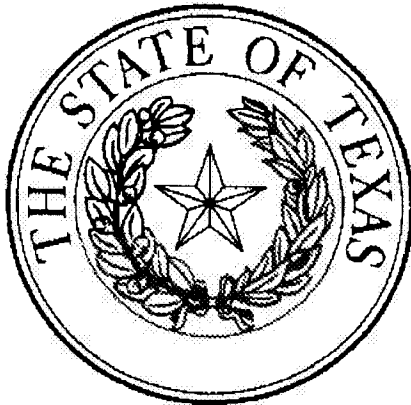
Converting it to

ICON Technology, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 08/10/2018

Effective: 08/10/2018



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
AUG 10 2018

STATE OF TEXAS
CERTIFICATE OF CONVERSION
FROM A TEXAS LIMITED LIABILITY COMPANY TO
A DELAWARE CORPORATION
PURSUANT TO SECTION 10.101 OF
THE TEXAS BUSINESS ORGANIZATIONS CODE

Corporations Section

The undersigned, for the purpose of converting a Texas limited liability company to a Delaware corporation under the Texas Business Organizations Code Section 10.101, hereby certifies as follows:

1. Icon LLC (the "Company") was organized in the State of Texas under the Texas Business Organizations Code on March 18, 2016.
2. The name of the Company immediately prior to the filing this Certificate of Conversion is Icon LLC.
3. Following its conversion, the name of the Company will be ICON Technology, Inc., organized as a corporation under the laws of the State of Delaware.
4. A plan of conversion ("Plan of Conversion") has been approved in accordance with the laws of the State of Texas and the governing documents of the Company.
5. A signed copy of the Plan of Conversion is on file at Company's principal place of business, and shall remain on file at such place of business following the entity's conversion.
6. A copy of the Plan of Conversion may be obtained at no cost by written request at the Company's principal place of business, located at:

ICON Technology, Inc.
6109 Turtle Point Dr.
Austin, Texas 78746

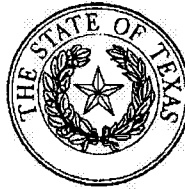
7. Following the conversion, ICON Technology, Inc. (Delaware) will be liable for any required Texas franchise taxes of Icon LLC (Texas).

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Company, has executed this Certificate of Conversion on August 9, 2018.

ICON LLC,
a Texas limited liability company

DocuSigned by:
By: Evan Loomis
1982F93715E4481...
Evan Loomis, Managing Member

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

August 13, 2018

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE: ICON Technology, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10337

Dial: 7-1-1 for Relay Services
Document: 830372590002

TRADEMARK

REEL: 006735 FRAME: 0126

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 TEXAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "ICON LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ICON LLC" TO "ICON TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2018, AT 11:02 O`CLOCK A.M.

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



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

7015551 8100F
SR# 20186157989

Authentication: 203244962
Date: 08-14-18

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

TRADEMARK
REEL: 006735 FRAME: 0127

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

The undersigned, for the purpose of converting a Texas limited liability company to a Delaware corporation under the Delaware General Corporation Law (8 *Del. C.* § 265), hereby certifies as follows:

1. ICON LLC (the "Limited Liability Company") was first organized in the State of Texas under the Texas Business Organizations Code.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Texas.
3. The date the Limited Liability Company was first formed is March 18, 2016.
4. The name of the Limited Liability Company immediately prior to the filing of this Certificate of Conversion is ICON LLC.
5. The name of the Corporation after conversion as set forth in the Certificate of Incorporation is ICON Technology, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company, has executed this Certificate of Conversion on August 9th, 2018.

**ICON LLC,
a Texas limited liability company**

By: /s/Evan Loomis
Evan Loomis
Managing Member