

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM545174

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vision Care Specialists, Inc.		06/24/2015	Corporation: INDIANA
RECEIVING PARTY DATA			
Name:	Vision Care Specialists, Inc.		
Street Address:	6160 S Syracuse Way, Suite 150		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	Corporation: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4543370	LIFEFIT	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	704-331-1000		
Email:	few-ptotmcorrespondence@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700		
Address Line 4:	Charlotte, NORTH CAROLINA 28202-4003		
ATTORNEY DOCKET NUMBER:	037909-520		
NAME OF SUBMITTER:	F. Emmett Weindruch		
SIGNATURE:	/few/		
DATE SIGNED:	10/15/2019		
Total Attachments: 11			
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OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Combined Statement of Conversion

with Document # 20151414954 of
VISION CARE SPECIALISTS, INC.

Colorado Corporation

(Entity ID # 20021213610)

consisting of 10 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 09/30/2019 that have been posted, and by documents delivered to this office electronically through 10/02/2019@ 09:33:25.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 10/02/2019 @ 09:33:25 in accordance with applicable law. This certificate is assigned Confirmation Number 11832893.



Handwritten signature of Jena Griswold in cursive script.

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

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>Johnson</u>	<u>Bruce</u>	<u>A.</u>	<u></u>
(Last)	(First)	(Middle)	(Suffix)
<u>Polsinelli PC</u>			
(Street number and name or Post Office Box information)			
<u>1515 Wynkoop Street, Suite 600</u>			
<u>Denver</u>	<u>CO</u>	<u>80202</u>	<u></u>
(City)	(State)	(ZIP/Postal Code)	
<u></u>	<u>United States</u>	<u></u>	<u></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.

Disclaimer:

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Colorado Secretary of State
 Date and Time: 06/24/2015 05:08 PM
 ID Number: 20021213610
 Document number: 20151414954
 Amount Paid: \$100.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

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

VISION CARE SPECIALISTS, 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 6160 S. Syracuse Way
(Street number and name)
Suite 150
Greenwood Village CO 80111
(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) Poe Jeffrey R.
(Last) (First) (Middle) (Suffix)
 or

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

Street address 6160 S. Syracuse Way
(Street number and name)
Suite 150
Greenwood Village CO 80111
(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) Poe Jeffrey R.
(Last) (First) (Middle) (Suffix)

or

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

Mailing address 6160 S. Syracuse Way
(Street number and name or Post Office Box information)
Suite 150
Greenwood Village CO 80111
(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 70,000 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 _____
(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 the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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

Johnson Bruce A. _____
(Last) (First) (Middle) (Suffix)
Polsinelli PC
(Street number and name or Post Office Box information)
1515 Wynkoop Street, Suite 600
Denver CO 80202
(City) (State) (ZIP/Postal Code)

(Province – if applicable) United States
(Country)

(If the following statement applies, adopt the 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.

Disclaimer:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
VISION CARE SPECIALISTS, INC.**

These Amended and Restated Articles of Incorporation (the “*Articles*”) of Vision Care Specialists, Inc. (the “*Corporation*”) were adopted by the Corporation and all of the shareholders of the Corporation on June 24, 2015. The Articles are effective as of June 24, 2015.

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Vision Care Specialists, Inc.

**ARTICLE II
ADDRESS**

The address of the Corporation’s initial principal office is 6160 S. Syracuse Way, Suite 150, Greenwood Village, Colorado 80111.

**ARTICLE III
PURPOSE**

The Corporation is organized and operated as a Provider Network pursuant to Colo. Rev. Stat. § 6-18-301 *et seq.*, and provides professional health care services through its employees and agents who are duly licensed, certified or authorized health care providers in Colorado (collectively “Professional Providers”). The Corporation intends that any provision of article 29.5, 32, or 33 of title 12, C.R.S., or any of the provisions of articles 35, 36, and 38 to 43 of title 12, C.R.S., prohibiting the practice of any licensed or certificated health care profession as the partner, agent, or employee of or in joint venture with a person who does not hold a license or certificate to practice such profession within this state shall not apply to professional practice if a professional is participating in a Provider Network. The relationship between Corporation’s Professional Provider employees or agents shall not affect the exercise of such health care provider’s professional independent judgment. The Professional Providers shall in no way be required to refer any patient to a particular provider or supplier or take any other action that the health care providers determine not to be in a patient’s best interest.

**ARTICLE IV
SHAREHOLDERS**

A. Qualifications - Licensed Professional Providers. All shareholders of the Corporation shall be Professional Providers who are state-licensed or state-certified practitioners in accordance with C.R.S. § 6-18-301.5. Nothing herein shall restrict the Corporation’s ability to further limit, restrict or define the persons who may be and remain shareholders of the Corporation.

B. Failure to Qualify. Any shareholder not meeting the qualifications of a shareholder as set forth in these Articles of Incorporation shall immediately dispose of all of his or her shares, either to the Corporation or to a person meeting such qualifications. The Corporation may, as a condition to its issuance of shares to a prospective shareholder, require the shareholder to enter into an agreement with the Corporation providing that if such person ceases to be or for any reason is ineligible to be a shareholder, the shareholder shall dispose of all of his or her shares forthwith, either to the Corporation or to a person who meets the qualifications set forth in Article IV.A above. The agreement may contain such other terms and conditions which are required by the Corporation.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

A. Number of Directors. The business affairs of the Corporation shall be managed by a board of directors. The number of directors shall be as set forth in the Bylaws of the Corporation as the same may be amended from time to time, or, if the Bylaws fail to fix such a number, then by resolution adopted by the board of directors.

ARTICLE VI CAPITAL STOCK

A. Authorized Shares. The total number of shares of stock which the Corporation is authorized to issue to Seventy Thousand (70,000) shares of common voting stock, \$0.01 par value.

B. Preemptive Rights. The Corporation's Shareholders are denied the preemptive right to purchase its shares.

C. Voting Rights of the Shareholders. Each holder of the common voting stock shall be entitled to one vote for each share of stock recorded in such holder's name on the books of the Corporation. Cumulative voting shall not be permitted.

D. Stock Transfer Restrictions. The Corporation shall have the right to impose restrictions on the transfer of all or any part of its shares prior to the issuance thereof and may become party to agreements entered into by any of its Shareholders restricting transfer or encumbrance of any of its shares or subjecting any of its shares to repurchase or resale obligations.

ARTICLE VII MANAGEMENT

For the management of the business, for the conduct of the affairs of the Corporation and for the further definition, limitation and regulation of the powers of the Corporation, its directors and Shareholder, it is further provided:

A. Size of Board. The number of directors shall be established in the manner provided by the Bylaws.

B. Powers of the Board. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation or as are appropriate to the Management of the business and the conduct of the affairs of the Corporation, subject, nevertheless to the provisions of the laws of the State of Colorado, of these Articles of Incorporation, and of the Bylaws of the Corporation.

C. Interested Directors. No conflicting interest transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the Corporation's directors are directors or officers or are financially interested, shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Shareholder or by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, or (ii) the materials facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Shareholders, or (iii) the conflicting interest transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the Shareholders.

For this Section C, "conflicting interest transaction" means any of the following: (i) a loan or other assistance by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation is a director or officer or has a financial interest, (ii) a guaranty by the Corporation of an obligation of a director of the Corporation or of an obligation of an entity in which a director of the Corporation is a director or officer or has a financial interest, or (iii) a contract or transaction between the Corporation and a director of the Corporation or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest.

Common or interested directors may be counted in determine the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such conflicting interest transaction.

The Board of Directors or a committee thereof shall not authorize a loan, by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation

is a director or officer or had a financial interest, or a guaranty, by the Corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the Corporation is a director or officer or has a financial interest until at least ten (10) days after written notice of the proposed authorization of the loan or guaranty has been given to the Shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the Shareholders.

D. Indemnification. The Corporation shall indemnify its officers and “directors” to the maximum extent allowed by law so long as such indemnification does not cause the Corporation’s liabilities to exceed its assets a determined in accordance with generally accepted accounting principles.

For purposes of this Section D only, the term “director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants or beneficiaries of the plan. “Director” includes, unless the context otherwise requires, the estate or personal representative of a director.

ARTICLE VIII LIMITATION OF DIRECTORS’ LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. This provision shall not, however, eliminate or limit the liability of a director to the Corporation or its shareholders for monetary damages otherwise existing for: (1) any breach of the director’s duty of loyalty to the Corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) any acts specified under C.R.S. § 7-108-403 or any amendment thereto or successor provision thereto; or (4) any transaction from which the director derived directly or indirectly any improper personal benefit.

If the Colorado Business Corporation Act is hereafter amended 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 Colorado Business Corporation Act as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation under this Article IX as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article IX, prior to such repeal or modification. The limitations on personal liability contained in this Article shall continue as to a person who has ceased to be a director, and shall inure to the benefit of his or her heirs, executors and administrators. The protection afforded in this Article shall not restrict other common law protections and rights that a director may have.

ARTICLE IX

ACTION BY SHAREHOLDERS

Any action required or permitted to be taken at a meeting of the Shareholders may be taken without a meeting if a written consent (or counterparts thereof) that sets forth the action so taken is signed by the shareholders having the minimum number of votes necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted.