# 900541534 03/23/2020

# TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM568372

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900540910

# **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Verve Culture LLC		10/10/2019	Limited Liability Company:

# **RECEIVING PARTY DATA**

Name:	Verve Culture Inc.
Street Address:	1050 Cherokee Street, #307
City:	Denver
State/Country:	COLORADO
Postal Code:	80204
Entity Type:	Corporation: COLORADO

# **PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	5421755	VERVE CULTURE
Registration Number:	5554171	VERVE CULTURE

### CORRESPONDENCE DATA

Fax Number:

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.

**Email:** adam.hubbard@milgromlaw.com

Correspondent Name: Adam Hubbard

Address Line 1: 2000 Little Raven St., #802
Address Line 4: Denver, COLORADO 80202

NAME OF SUBMITTER:	Adam Hubbard
SIGNATURE:	/Adam Hubbard/
DATE SIGNED:	03/23/2020

# **Total Attachments: 7**

source=Verve Culture Entity Conversion (10.10.2019) (Certified)#page1.tif source=Verve Culture Entity Conversion (10.10.2019) (Certified)#page2.tif source=Verve Culture Entity Conversion (10.10.2019) (Certified)#page3.tif source=Verve Culture Entity Conversion (10.10.2019) (Certified)#page4.tif source=Verve Culture Entity Conversion (10.10.2019) (Certified)#page5.tif

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TRADEMARK REEL: 006897 FRAME: 0718

# 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 # 20191816646 of Verve Culture Inc.

Colorado Corporation

(Entity ID # 20151779879)

consisting of 6 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/10/2020 that have been posted, and by documents delivered to this office electronically through 03/11/2020@ 10:00:07.

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 03/11/2020 @ 10:00:07 in accordance with applicable law. This certificate is assigned Confirmation Number 12142419



Secretary of State of the State of Colorado

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."

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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.

ID number

Colorado Secretary of State

Date and Time: 10/10/2019 03:04 PM

ID Number: 20151779879

Document number: 20191816646

Amount Paid: \$100.00

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# **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 $\epsilon$	entity,
	iurisdiction under the law of which it is formed, and principal address are		

20151779879

		(Colorado Secretary of State ID number	)	
	Entity name or true name	Verve Culture LLC		
	Form of entity	Limited Liability Company	,	
	Jurisdiction	Colorado		
	Street address	1050 Cherokee Street	ber and name)	
		#307	ber and name)	
		Denver	CO 8	0204
		(City)	United State	(ZIP/Postal Code)
		(Province – if applicable)	(Country)	.03
	Mailing address			
	(leave blank if same as street address)	(Street number and name of	or Post Office Box	information)
		(City)	(State)	(ZIP/Postal Code)
		(Province – if applicable)	(Country)	·
2.	The entity name of the resulting entity	is Verve Culture Inc.		
	(Caution: The use of certain terms or abbrev		nstructions for n	nore information.)
3.	The converting entity has been converte	ed into the resulting entity purs	uant to section	7-90-201.7, C.R.S.
1	(If applicable, adopt the following statement by ma:	rking the boy and include an attachment	<b>\</b>	
т.	This document contains additional	=		
_	_			
٥.	(Caution: Leave blank if the document does n legal consequences. Read instructions before		ting a delayed ef	fective date has significant
	(If the following statement applies, adopt the staten The delayed effective date and, if applie			uired format.)
	, 11	,		yyyy hour:minute am/pm)
Vα	otice:			

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.

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 identified in this document as one who has caused it to be delivered.

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

Conroy	Debra	<u>A.</u>
PO Box 771222	(First)	(Middle) (S
(Street number a	and name or Post Offi	ce Box information)
Steamboat Springs	CO	80477
Steamboat Springs (City)	CO (State) United St	(ZIP/Postal Code)

(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:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



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Colorado Secretary of State

Date and Time: 10/10/2019 03:04 PM

ID Number: 20151779879

Document number: 20191816646

Amount Paid: \$100.00

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# **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 corp	oration is		
	Verve Culture Inc.		
(Caution: The use of certain terms or abbrev	viations are restricted by law.	Read instructions for	more information.)
2. The principal office address of the cor	poration's initial principal	office is	
Street address	1050 Cherokee Stree	et	
	#307	treet number and name	)
	Denver	CO	80204
	(City)	(State) United S	(ZIP/Postal Code)
	(Province – if applicable)		
Mailing address			
(leave blank if same as street address)	(Street number as	nd name or Post Office	Box information)
	(City)	(State)	(ZIP/Postal Code)
	(Province – if applicable)	(Countr	<u></u> .
3. The registered agent name and registe			
	red agent address of the ev	rporation's initial	registered agent are
Name (if an individual)	Lewis	Jacqueline	Mary
	(Last)	(First)	(Middle) (Suffix)
or			
(if an entity) (Caution: Do not provide both an indivi	dual and an entity name.)		
Street address	1205 Hilltop Parkway	,	
	(S	treet number and name)	)
	Steamboat Springs	CO	80487
	(City)	(State)	(ZIP/Postal Code)
Mailing address (leave blank if same as street address)	(Street worker o	ad name of Bost Office	Day information)
(leave blank it same as sheet address)	(Surect number a)	nd name or Post Office	DOA HIIOI HERUOH)
	(City)	CO (State)	(ZIP/Postal Code)
	(Chy)	(State)	(ZII /I OSIII COIC)

ARTINC\_PC Page 1 of 3 Rev. 8/5/2013

The following statement is adopted by marking the box.)	
<b>X</b> 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)	Lewis	Jacqueline	Mary
(ii iii iiiii)	(Last)	(First)	(Middle) (Suffi
or			
(if an entity) (Caution: Do not provide both an	individual and an entity name	e.)	
Mailing address	1205 Hilltop Par	rkway	
C	(Street nu	mber and name or Post Office	Box information)
	Steamboat Spri	ngs <u>CO</u>	80487
	(City)	(State) United S	(ZIP/Postal Code)
	(Province – if app		
<ul><li>5. The classes of shares and number follows.</li><li>The corporation is authorized rights and are entitled to record</li></ul>	d to issue co	ommon shares that shall	have unlimited voting
Information regarding shares attachment.	as required by section 7-	106-101, C.R.S., is inc	luded in an
6. (If the following statement applies, adopt th	e statement by marking the box a	nd include an attachment.)	
This document contains additional	tional information as prov	vided by law.	
7. (Caution: Leave blank if the documen significant legal consequences. Read			ed effective date has
(If the following statement applies, adopt the The delayed effective date and, i			e required format.)
		(mn	n/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
	Conroy	Debra	A.	
	(Last) PO Box 771222	(First)	(Middle)	(Suffix
	(Street number and name or Post Office Box information)			
	Steamboat Springs	<u>CO</u>	80477	
	(City)	(State) United S	(State) (ZIP/Postal Code) United States (Country)	
	(Province – if applicable)	(Count		
(If the following statement applies, adopt to This document contains the true causing the document to be deli	name and mailing address		·	a <b>S</b>
Disclaimer: This form/cover sheet, and any related in and are furnished without representation minimum legal requirements as of its re-	or warranty. While this fo	orm/cover sheet i	is believed to satisfy	1

amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should

be addressed to the user's legal, business or tax advisor(s).

# ATTACHMENT TO ARTICLES OF INCORPORATION OF VERVE CULTURE INC.

Verve Culture Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Colorado Business Corporation Act (the "Act"), pursuant to C.R.S. §7-102-102, includes the following provisions in the Corporation's Articles of Incorporation:

#### **SHARES**

**Authorized Shares**. The Corporation shall be authorized to issue two classes of shares, designated as Voting Common Shares and Non-Voting Common Shares. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000). All such shares shall have no par value and shall consist of Seventy Thousand (70,000) shares of Voting Common Stock and Thirty Thousand (30,000) shares of Non-Voting Common Stock.

### LIMITATION OF CERTAIN LIABILITIES OF DIRECTORS AND OFFICERS

To the fullest extent permitted by to C.R.S. §7-108-402, and the Act as each now exists and as each may hereafter be amended:

- No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director 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 that involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. §7-108-403 or (d) for any transaction from which the director derived an improper personal benefit.
- 2. No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation. The protection afforded in this subsection (2) shall not restrict other common-law protections and rights that a director or officer may have. This subsection (2) shall not restrict the Corporation's right to eliminate or limit the personal liability of a director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director as provided in subsection (1) of this provision.

######

RECORDED: 03/18/2020

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