

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570387

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Velky IP, LLC		12/30/2019	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	RTIC Outdoors, LLC		
Street Address:	20702 Hempstead Road, Suite 110		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77065		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5408251	HALF THE PRICE AND HOLDS MORE ICE	
Registration Number:	5408252	HALF THE PRICE AND KEEPS THE ICE	
Registration Number:	5408250	OVER BUILT - NOT OVER PRICED	
Serial Number:	88074133	OVER BUILT - NOT OVER PRICED	
CORRESPONDENCE DATA			
Fax Number:	8777697945		
<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:	214-747-5070		
Email:	tmdoctc@fr.com		
Correspondent Name:	Russell Rippamonti		
Address Line 1:	P.O. BOX 1022		
Address Line 4:	MINNEAPOLIS, MINNESOTA 55440-1022		
NAME OF SUBMITTER:	Russell N. Rippamonti		
SIGNATURE:	/Russell N. Rippamonti/		
DATE SIGNED:	04/03/2020		
Total Attachments: 13			
source=Certificate of Merger - RTIC Coolers - RTIC Outdoors, LLC & Subsidiaries (Filed TX 12-30-19)#page1.tif			

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Office of the Secretary of State

December 31, 2019

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE:
RTIC Outdoors, LLC (File Number: 802054652)

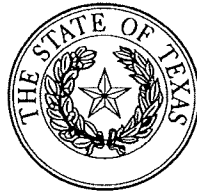
It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

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



Office of the Secretary of State

CERTIFICATE OF MERGER

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

Velky Web Services, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802336828]

RTIC WEB SERVICES, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408918]

Velky IP, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408914]

Velky Bed, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408900]

RTIC Gear, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408905]

C2S Technology, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408907]

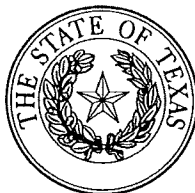
RTIC IP, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408911]

Cheap Cheap Moving Boxes.com, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802078532]

RTIC Soft Sided Coolers, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802408896]

RTIC Drinkware, LLC
Domestic Limited Liability Company (LLC)
[File Number: 802335830]

Come visit us on the internet at <https://www.sos.texas.gov/>



Office of the Secretary of State

Into

RTIC Outdoors, LLC [Prior Name : Rtic Coolers, LLC]
Domestic Limited Liability Company (LLC)
[File Number: 802054652]

and Amending the Certificate of Formation of

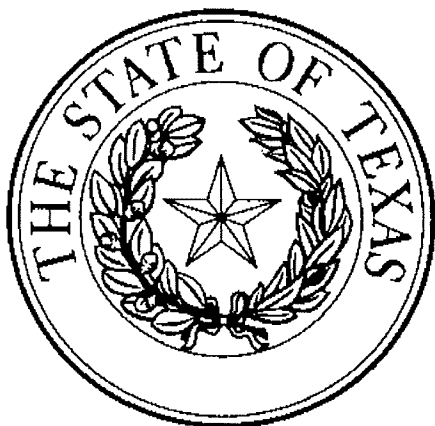
RTIC Outdoors, LLC

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/30/2019

Effective: 12/30/2019



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

DEC 30 2019

Certificate of Merger

Corporations Section

Pursuant to Chapter 10 of the Texas Business Organizations Code (BOC), the undersigned parties submit this Certificate of Merger.

1. **Parties.** The name and information required by the BOC for each entity or organization that is a party to the merger is as follows:
 - a. RTIC Coolers, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802054652. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC Coolers, LLC will survive the merger. The plan of merger amends the name of this organization, and the new name is: RTIC Outdoors, LLC.
 - b. Cheap Cheap Moving Boxes.com, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802078532. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. Cheap Cheap Moving Boxes.com, LLC will not survive the merger.
 - c. RTIC Web Services, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408918. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC Web Services, LLC will not survive the merger.
 - d. RTIC Drinkware, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802335830. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC Drinkware, LLC will not survive the merger.
 - e. C2S Technology, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408907. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. C2S Technology, LLC will not survive the merger.
 - f. Velky Web Services, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802336828. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. Velky Web Services, LLC will not survive the merger.
 - g. RTIC IP, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408911. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC IP, LLC will not survive the merger.
 - h. RTIC Soft Sided Coolers, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408896. Its

TRADEMARK

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principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC Soft Sided Coolers, LLC will not survive the merger.

- i. Velky IP, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408914. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. Velky IP, LLC will not survive the merger.
- j. Velky Bed, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408900. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. Velky Bed, LLC will not survive the merger.
- k. RTIC Gear, LLC is a limited liability company organized under the laws of Texas. The Texas Secretary of State file number is 802408905. Its principal place of business is 20702 Hempstead Road, Suite 110, Houston, TX 77065. RTIC Gear, LLC will not survive the merger.

- 2. **Plan of Merger.** The plan of merger is attached.
- 3. **Approval of Plan of Merger.** The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.
- 4. **Effective Date.** This Certificate of Merger becomes effective when it is filed by the Secretary of State.
- 5. **Tax Certificate.** In lieu of providing a tax certificate, one or more of the surviving organizations is liable for the payment of all applicable filing fees and franchise taxes, if any, of the non-surviving entities.
- 6. **Execution.** Each of the undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the BOC to execute the filing instrument.

Date: 12-19-19

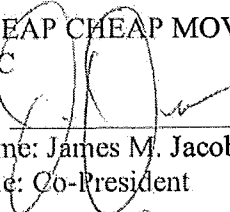
RTIC COOLERS, LLC

By: 

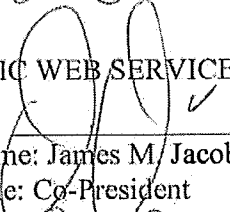
Name: James M. Jacobsen

Title: Co-President

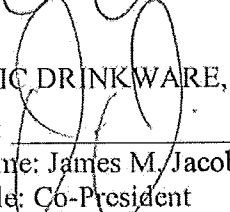
CHEAP CHEAP MOVING BOXES.COM,
LLC

By: 
Name: James M. Jacobsen
Title: Co-President

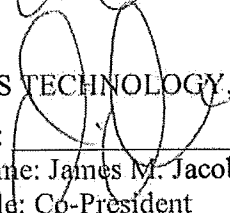
RTIC WEB SERVICES, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

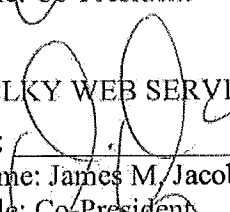
RTIC DRINKWARE, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

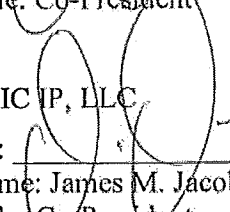
C2S TECHNOLOGY, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

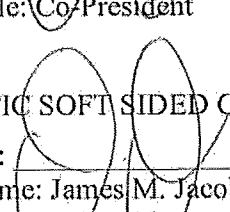
VELKY WEB SERVICES, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

RTIC IP, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

RTIC SOFT SIDED COOLERS, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

VELKY IP, LLC

By: _____
Name: James M. Jacobsen
Title: Co-President

VELKY BED, LLC

By: _____
Name: James M. Jacobsen
Title: Co-President

RTIC GEAR, LLC

By: _____
Name: James M. Jacobsen
Title: Co-President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of December [19], 2019, by and among:

- a. CHEAP CHEAP MOVING BOXES.COM, LLC, a Texas limited liability company ("Cheap");
- b. RTIC COOLERS, LLC, a Texas limited liability company ("RTIC Coolers" or "Surviving Company");
- c. RTIC WEB SERVICES, LLC, a Texas limited liability company ("RTIC Web");
- d. RTIC DRINKWARE, LLC, a Texas limited liability company ("RTIC Drinkware");
- e. C2S TECHNOLOGY, LLC, a Texas limited liability company ("C2S");
- f. VELKY WEB SERVICES, LLC, a Texas limited liability company ("Velky Web");
- g. RTIC IP, LLC, a Texas limited liability company ("RTIC IP");
- h. RTIC SOFT SIDED COOLERS, LLC, a Texas limited liability company ("RTIC Soft");
- i. VELKY IP, LLC, a Texas limited liability company ("Velky IP");
- j. VELKY BED, LLC, a Texas limited liability company ("Velky Bed");
- k. RTIC GEAR, LLC, a Texas limited liability company ("RTIC Gear", and together with Cheap, RTIC Web, RTIC Drinkware, C2S, Velky Web, RTIC IP, RTIC Soft, Velky IP, Velky Bed, and RTIC Coolers, the "Companies")

WHEREAS, the Companies are all owned subsidiaries of Velky Brands, LLC, a Delaware limited liability company ("Velky Brands");

WHEREAS, the Manager of each of the Companies deems it advisable, and for the benefit and in the best interest of the Companies and their respective sole member, Velky Brands, to effect a nontaxable reorganization by merging Cheap, RTIC Web, RTIC Drinkware, C2S, Velky Web, RTIC IP, RTIC Soft, Velky IP, Velky Bed, and RTIC Gear with and into RTIC Coolers (the “**Merger**”), upon the terms and conditions set forth in this Agreement and pursuant to the requirements of the Texas Business Organizations Code (the “**TBOC**”);

WHEREAS, in connection with the Merger, RTIC Coolers will change its name to RTIC Outdoors, LLC; and

WHEREAS, the Manager of each of the Companies has approved this Agreement and directed that this Agreement be submitted to its respective sole member, Velky Brands, for approval and adoption to the extent required by the TBOC.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained in this Agreement, and for the purpose of prescribing the terms and conditions of the Merger, and such other details and provisions as are deemed necessary or desirable, the parties agree as follows:

1. Merger.

(a) In accordance with the TBOC, at the Effective Time (as defined below), Cheap, RTIC Web, RTIC Drinkware, C2S, Velky Web, RTIC IP, RTIC Soft, Velky IP, Velky Bed, and RTIC Gear shall be merged with and into RTIC Coolers, with RTIC Coolers being the Surviving Company and continuing to exist under and be governed by the TBOC.

(b) On the filing with the Secretary of State for the State of Texas of a Certificate of Merger, RTIC Coolers will change its name to RTIC Outdoors, LLC.

(c) Except as otherwise set forth in this Agreement, the corporate existence and identity of RTIC Coolers, as the Surviving Company, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger, and the corporate existence and identity of the Companies, with all of its purposes, powers, franchises, privileges, rights and immunities, at the Effective Time, shall be merged with and into and fully vest with RTIC Coolers, as the Surviving Company, and the separate corporate existence and identity of the Companies shall thereafter cease except to the extent continued by statute.

(d) It is intended that the Merger as set forth in this Agreement occur in accordance with the applicable provisions of the TBOC, and accordingly (a) shall constitute a statutory merger within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986 (as amended, the “**Code**”) and (b) shall qualify for nonrecognition treatment in accordance with the provisions of Section 354 of the Code.

2. Effective Time; Effect of Merger.

(a) The Merger shall become effective (the “**Effective Time**”) upon compliance with all applicable requirements of the TBOC and the filing with the Secretary of State for the State of Texas of a Certificate of Merger.

3. Organizational Documents. The Certificate of Formation and the Company Agreement of RTIC Coolers, each as in effect at the Effective Time, shall be the Certificate of Formation and the Company Agreement of the Surviving Company until thereafter amended as provided therein or by the TBOC.

4. Officers and Managers. The managers and officers of the Surviving Company immediately prior to the Effective Time shall be the managers and officers of Surviving Company immediately following the Effective Time. All such managers and officers of the Surviving Company will serve in such capacities until their successors have been duly elected or appointed and qualified, or until their earlier death, resignation or removal in accordance with the Certificate of Formation and the Company Agreement of the Surviving Company.

5. Merger Consideration. At the Effective Time, all membership interests of the Companies issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired without payment of any consideration therefor. All membership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall continue to be the issued and outstanding membership interests of the Surviving Company and no new membership interests of the Surviving Company shall be issued as a result of the Merger.

6. Entire Agreement. This Agreement together with the Certificate of Merger constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, representations and warranties and agreements, both written and oral, with respect to such subject matter.

7. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

8. No Third-Party Beneficiaries. This Agreement is for the sole benefit of the parties hereto and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable right, benefit or remedy of any nature whatsoever, under or by reason of this Agreement.

9. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

10. Amendment and Modification. This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each party hereto.

11. Severability. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon such determination that any term or other provision is invalid, illegal or unenforceable, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.


12. Governing Law; Submission to Jurisdiction. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Texas without giving effect to any choice or conflict of law provision or rule (whether of the State of Texas or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Texas.

13. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.


[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first above written.


RTIC COOLERS, LLC

By: 
Name: James M. Jacobsen
Title: Co-President


CHEAP CHEAP MOVING BOXES.COM,
LLC

By: 
Name: James M. Jacobsen
Title: Co-President


RTIC WEB SERVICES, LLC

By: 
Name: James M. Jacobsen
Title: Co-President


RTIC DRINKWARE, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

C2S TECHNOLOGY, LLC

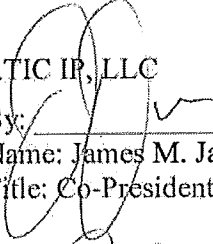
By: 
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Title: Co-President

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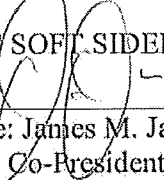
By: 
Name: James M. Jacobsen
Title: Co-President

Signature Page to Agreement and Plan of Merger

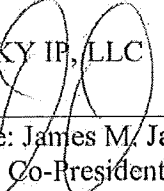
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By: 
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Title: Co-President

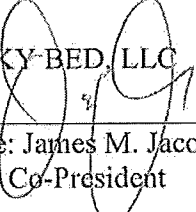
RTIC SOFT SIDED COOLERS, LLC

By: 
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Title: Co-President

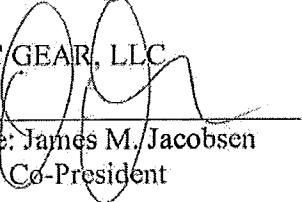
VELKY IP, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

VELKY-BED, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

RTIC GEAR, LLC

By: 
Name: James M. Jacobsen
Title: Co-President

Signature Page to Agreement and Plan of Merger