

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM571473

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
iMemories, Inc.		09/10/2019	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	iMemories, Inc.		
Street Address:	9181 East Bell Road		
Internal Address:	Suite 101		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85260		
Entity Type:	Corporation: ARIZONA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4530474		
Registration Number:	3452187	IMEMORIES	
Registration Number:	4450248	IMEMORIES	
Registration Number:	4490953	IMEMORIES	
CORRESPONDENCE DATA			
Fax Number:	6026409050		
<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:	6026409286		
Email:	trademarks@omlaw.com		
Correspondent Name:	Aaron R. Harmon		
Address Line 1:	2929. N. Central Ave., Ste. 2100		
Address Line 2:	c/o Osborn Maledon, P.A.		
Address Line 4:	Phoenix, ARIZONA 85012		
NAME OF SUBMITTER:	Aaron R. Harmon		
SIGNATURE:	/aaron.r.harmon/		
DATE SIGNED:	04/10/2020		
Total Attachments: 9			

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Corporations Division

COMMISSIONERS

Chairman, Robert "Bob" Burns
Boyd Dunn
Sandra D. Kennedy
Justin Olson
Lea Márquez Peterson

Date: 9/27/2019

Delivered via: Email

RCOURTNEY@OMLAW.COM

AZ
USA

RE: **Entity Name:** IMEMORIES INC.
 ACC File Number: F20801228
 ACC Order Number: 201909270591958
 Document Received Date: 09/26/2019

We are pleased to notify you that the document you submitted for the above-referenced entity has been APPROVED for filing.

The Corporations Division strongly recommends that you periodically monitor the entity's public record, which can be viewed at www.eccord.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATEMENT OF DOMESTICATION

Read the Instructions M090i

1. **DOMESTICATING ENTITY NAME:** iMemories Inc.
- 1.1 **DOMESTICATING ENTITY JURISDICTION OF ORGANIZATION:** Minnesota
- 1.2 **DOMESTICATING ENTITY TYPE** - (e.g., corporation, LLC) corporation
- 1.3 **DOMESTICATING ENTITY ORIGINAL DATE OF INCORPORATION/ORGANIZATION:** 03/18/16

2. **DOMESTICATED ENTITY NAME:**
iMemories Inc.

- 2.1 **DOMESTICATED ENTITY JURISDICTION OF ORGANIZATION:** Arizona (See F20801228)

- 2.2 **DOMESTICATED ENTITY TYPE** - Check only one and follow instructions:

- Arizona corporation** - attach to this Statement the Articles of Incorporation.
- Arizona LLC** - attach to this Statement the Articles of Organization.
- Foreign corporation seeking registration with the A.C.C.** - attach to this Statement the Application for Authority.
- Foreign LLC seeking registration with the A.C.C.** - attach to this Statement the Application for Registration.
- Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.**

3. **FOREIGN DOMESTICATED ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

4. APPROVAL OF DOMESTICATION - (applies to the domesticating entity):

By the signature appearing on this Statement of Domestication, the domesticating entity declares under the penalty of perjury that the plan of domestication was approved by the Arizona domesticating entity in accordance with A.R.S. § 29-2503, or, if the domesticating entity is a foreign entity, in accordance with the laws of its jurisdiction of organization.

5. DELAYED EFFECTIVE DATE - Complete this section only if the domestication will have a *delayed* effective date of not more than 90 days after delivery of the Statement to the A.C.C. - list that date below:

SIGNATURES: The domesticating entity must sign.

The signer of this Statement declares and certifies *under penalty of perjury* that this Statement together with any attachments is submitted in compliance with Arizona law.

Entity Name: Memories Inc.	DocuSigned by: <i>Steve Krell</i>	Date: September 10, 2019
Signature:		Date:
Print name and title of person: 7877BF319A2D493... Steve Krell, President		

Filing Fee: \$100.00 (corporations) \$50 (LLCs)	Mail: Arizona Corporation Commission - Corporate Filings Section
Expedited processing - add \$35.00 to filing fee.	1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



COMMISSIONERS

Chairman, Robert "Bob" Burns
 Boyd Dunn
 Sandra D. Kennedy
 Justin Olson
 Lea Márquez Peterson

Date: 9/27/2019

Delivered via: Email

RCOURTNEY@OMLAW.COM

AZ
 USA

RE: Entity Name: IMEMORIES INC.
ACC File Number: 23022218
ACC Order Number: 201909270591953
Document Received 09/26/2019
Date:

We are pleased to notify you that the Articles of Incorporation - For-Profit submitted for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 9/27/2019, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 9/27/2019, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf.

IMPORTANT: Corporations are required by statute to file an Annual Report with the ACC once each year. Your Annual Report is due on 09/18/2020 and on the anniversary of that date each subsequent year. Annual Reports can be submitted electronically through the ACC website. It is the corporation's sole responsibility to file its Annual Report on or before the due date each year. If the corporation provided an entity email address, it will receive an email reminder at that email address to file the annual report. Individual users who have created user accounts on our website and who have associated the corporation to that account through the "My Entities" section will also receive an email reminder.

Whether or not the corporation or any individual user requests or receives any email reminder, however, if the corporation fails to file its Annual Report by the due date, penalties will accrue and the corporation will be subject to being administratively dissolved.

Corporations are required by statute to notify the ACC immediately, in writing, of any change in address or statutory agent information. Forms are available on the ACC website to make address and statutory agent changes. Failure to notify the ACC of such changes may subject the corporation to being administratively dissolved. A forwarding order placed with the U.S. Postal Service is not sufficient to change addresses on file with the ACC. (Foreign corporations have additional filing requirements under A.R.S. § 10-1504 or § 10-11504 for other types of changes – see the statute for details.)

The Corporations Division strongly recommends that you periodically monitor your corporation's public record, which can be viewed at www.record.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
 1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

TRADEMARK
REEL: 006913 FRAME: 0361

ARTICLES OF INCORPORATION
OF
IMEMORIES INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation.

1. Name. The name of the corporation (the "Corporation") is: **iMemories Inc.**
2. Entity History: Immediately prior to this filing, the Corporation was qualified in Arizona as a foreign corporation under Arizona Entity No. F20801228 and in good standing. These Articles of Incorporation are being filed simultaneously with a Statement of Domestication as required by Arizona law to change the domicile state from Minnesota to Arizona.
3. Purpose. The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.
4. Initial Business. The Corporation initially intends to be in the business of providing digital transfer, viewing, sharing and editing services. The foregoing description of the business initially to be conducted by the Corporation shall not in any way limit (i) the character of business hereafter to be conducted by the Corporation or (ii) the generality of Article 2.
5. Authorized Capital. The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock with a par value of \$0.01 cents.
6. Principal Office. The street address of the principal office of the Corporation in Arizona is as follows:

9160 E. Del Camino Drive, Suite B1
Scottsdale, AZ 85258
7. Statutory Agent. The name, street address and mailing address of the statutory agent of the Corporation are as follows:

Osborn Maledon, P.A.
2929 N. Central Avenue, Suite 2100
Phoenix, AZ 85012
8. Incorporator. The name and address of the incorporator are as follows:

Steve Krell
9160 E. Del Camino Drive, Suite B1
Scottsdale, AZ 85258

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

9. Board of Directors. The board of directors shall consist of two (2) directors. The name and address of the persons who are to serve as the directors of the Corporation until the next annual meeting of shareholders, or until their successors are elected and qualified, are:

Mark Rukavina
9160 E. Del Camino Drive, Suite B1
Scottsdale, AZ 85258

Steve Krell
9160 E. Del Camino Drive, Suite B1
Scottsdale, AZ 85258

The number of persons to serve on the board of directors thereafter shall be fixed in accordance with the Bylaws of the Corporation.

10. Indemnification of Officers and Directors. The Corporation shall indemnify any person made a party to a proceeding by reason of the fact he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity. The Corporation shall pay for or reimburse the expenses incurred by any such director or officer who is made a party to such a proceeding in advance of final disposition of the proceeding. Such indemnification and advancement of expenses shall be mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law; provided, however, that except with respect to proceedings to enforce rights to such indemnification and advancement of expenses, the Corporation will indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, provide rights to indemnification and advancement of expenses to employees and agents of the Corporation, as permitted by law.
11. Limitation of Liability. To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED as of this 29th day of August 2019, by the undersigned incorporator.

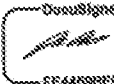
DocuSigned by:
Steve Krell
787F0F319A20483

Steve Krell, Incorporator

Acceptance of Appointment by Statutory Agent

OSBORN MALEDON, P.A., having been designated to act as statutory agent for iMemories Inc., hereby consents to act in that capacity until it is removed, or submits its resignation, in accordance with applicable law.

OSBORN MALEDON, P.A. an Arizona professional association

By: 

Jonathan F. Ariano, Authorized Agent

(Signature Page to iMemories Articles of Incorporation)

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003I***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

iMemories Inc.

2. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an Injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Steve Krell
Name

9160 E. Del Camino Drive
Address 1

Suite B1
Address 2

Scottsdale City	AZ State	85258 Zip
Country		

Name

Address 1

Address 2

City	State	Zip
Country		

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

DocuSigned by:
Steve Krell
Signature

Steve Krell
Printed Name

08/29/2019
Date

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None All fees are nonrefundable - see instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5812.