

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592042

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chea Seed LLC		12/31/2019	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Chea Seed Inc		
Street Address:	2100 Bellview Drive		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94303		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	88665890	C	
Serial Number:	88665746	CHEA SEED	
Serial Number:	88665814	C.	
Serial Number:	88313822	CHEA	
Serial Number:	88083138	CHEA SEED	
CORRESPONDENCE DATA			
Fax Number:			
<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:	6504403426		
Email:	giselle@galper.us		
Correspondent Name:	Giselle S Galper		
Address Line 1:	2100 Bellview Drive		
Address Line 4:	Palo Alto, CALIFORNIA 94303		
NAME OF SUBMITTER:	Giselle S. Galper		
SIGNATURE:	/Giselle S. Galper/		
DATE SIGNED:	08/14/2020		
Total Attachments: 8			
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CHEA SEED INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019, AT 8:22 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT 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.

7777112 8100F
SR# 20198933946

Authentication: 202121778
Date: 01-06-20

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

TRADEMARK
REEL: 007022 FRAME: 0304

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 CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "CHEA SEED, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CHEA SEED, LLC" TO "CHEA SEED INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2019, AT 8:22 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

7777112 8100F
SR# 20198933946

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

Authentication: 202121778
Date: 01-06-20

TRADEMARK
REEL: 007022 FRAME: 0305

**CERTIFICATE OF CONVERSION
OF CHEA SEED LLC
(a California Limited Liability Company)
FROM A CALIFORNIA LIMITED LIABILITY COMPANY TO A
DELAWARE CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The Limited Liability Company was first formed in California, and the Limited Liability Company was first formed on August 8, 2018.
2. The name of Limited Liability Company immediately prior to filing this Certificate is Chea Seed LLC, and the type of entity is a limited liability company.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Chea Seed Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate as of the 31st day of December, 2019.

By: 
Giselle Galper, Member

CHEA SEED INC.

CERTIFICATE OF INCORPORATION

ARTICLE I: NAME.

The name of this corporation is Chea Seed Inc. (the "*Corporation*").

ARTICLE II: REGISTERED OFFICE.

The address of the registered office of the Corporation in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III: PURPOSE.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*General Corporation Law*").

ARTICLE IV: AUTHORIZED SHARES.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 19,691,667 shares, consisting of (a) 10,000,000 shares of Class A Common Stock, \$0.00001 par value per share (the "*Class A Common Stock*"), and (b) 9,691,667 shares of Class B Common Stock, \$0.00001 par value per share (the "*Class B Common Stock*" and together with the Class A Common Stock, the "*Common Stock*").

The following is a statement of the designations and the rights, powers and privileges, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation.

1. Equal Rights of Class A Common Stock and Class B Common Stock. Except as expressly provided in this Article IV, the Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally and be identical in all respects.

2. Voting. Except as otherwise provided herein or required by law, each holder of shares of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held at all meetings of stockholders (and all written actions in lieu of meetings), and each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held at all meetings of stockholders (and all written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting. Except as expressly provided by this Certificate of Incorporation (this "*Certificate*") or as provided by law, the holders of shares of Class A Common Stock shall at all times vote together with the holders of Class B Common Stock as a single class on an as-converted basis on all matters (including the election of directors) submitted to vote or for the consent of the stockholders of the Corporation. The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders

of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote on an as-converted basis, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law and without a separate class vote of the holders of the Class A Common Stock.

3. Conversion of Class B Common Stock.

3.1 Optional Conversion to Class A Common Stock. Each share of Class B Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Common Stock) at the option of the holder thereof at any time upon written notice to the Corporation.

3.2 Automatic Conversion to Class A Common Stock.

3.2.1 Upon the earlier of the date and time, or the occurrence of an event, specified by vote or written consent of the holders of a majority of the outstanding shares of Class B Common Stock at the time of such vote or consent, voting as a separate class, each outstanding share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Common Stock).

3.2.2 Each share of Class B Common Stock shall automatically be converted into one (1) fully paid and nonassessable share of Class A Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Common Stock) following issuance by the Corporation of such share upon (a) a Transfer of such share other than to a Permitted Transferee or (b) the occurrence of any act or circumstance that causes a Permitted Transferee to fail to qualify as such.

3.3 Mechanics of Conversion. Before any holder of Class B Common Stock shall be entitled voluntarily to convert the same into shares of Class A Common Stock, or upon the occurrence of an automatic conversion of the Class B Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall, in the event of an optional conversion pursuant to Section 3.1, give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the name or names in which such holder wishes the certificate or certificates for shares of Class A Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Class A Common Stock to which such holder shall be entitled as aforesaid. In the event of an optional conversion pursuant to Section 3.1, such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Class B Common Stock to be converted, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock on such date. If the conversion is in connection with the automatic conversion provisions set forth in Section 3.2, such conversion

shall be deemed to have been made without the need for any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent and the persons entitled to receive shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Class A Common Stock as of the applicable effective date and time of such conversion event set forth in Section 3.2. Such converted Class B Common Stock shall be retired and cancelled and may not be reissued.

3.4 Notices. Except as otherwise provided herein, any notice required or permitted by the provisions of this Article IV to be given to a holder of shares of Common Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation for such holder, given by the holder to the Corporation for the purpose of notice or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission. If no such address appears or is given, notice shall be deemed given at the place where the principal executive office of the Corporation is located.

3.5 Redemption. The Common Stock is not redeemable at the option of the holder thereof and the Corporation shall have no obligation to redeem the Common Stock.

3.6 Class B Common Stock Protective Provisions. For so long as any shares of Class B Common Stock remain outstanding, the Corporation shall not, whether by amendment, merger, consolidation or otherwise, without first obtaining the affirmative vote (or written consent if action by written consent of stockholders is permitted at such time under this Certificate) of the holders of a majority of the then outstanding shares of Class B Common Stock, voting as a separate class, in addition to any other vote required by applicable law, this Certificate or the Bylaws of the Corporation as adopted and amended from time to time (the "*Bylaws*");

- (i) increase or decrease the authorized number of shares of Class B Common Stock; or
- (ii) amend, alter, repeal or waive Section 3 of this Article IV (or adopt any provision inconsistent herewith).

3.7 Definitions.

(i) "*Permitted Transferee*" shall have the applicable meaning as such term is then currently defined in the Bylaws from time to time; provided, that if the Bylaws do not then currently contain such definition, the term shall represent a null set.

(ii) "*Transfer*" of a share of Class B Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation, encumbrance, derivative transaction or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value, directly or indirectly, and whether voluntary or involuntary or by operation of law, of such share of Class B Common Stock or any interest therein. A "*Transfer*" shall also include, without limitation, a transfer of a share of Class B Common Stock to a broker

or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, voting control over a share of Class B Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Article IV, Section 3:

(A) the granting of a proxy to officers or directors of the Corporation, in their capacity as such; and

(B) the pledge of shares that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as such security interest does not affect the exclusive right to vote all such pledged shares; provided, however, that a foreclosure on such shares of Class B Common Stock or other similar action by the pledgee shall constitute a "Transfer."

3.8 Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

ARTICLE V: PREEMPTIVE RIGHTS.

No stockholder of the Corporation shall have a right to purchase shares of capital stock of the Corporation sold or issued by the Corporation except to the extent that such a right may from time to time be set forth in a written agreement between the Corporation and any stockholder.

ARTICLE VI: STOCK REPURCHASES.

To the extent the Corporation is subject to the Corporations Code of the State of California, subject to any approvals otherwise required by this Certificate, any repurchases by the Corporation of shares of its capital stock may be made without regard to any preferential dividends arrear amount or any preferential rights amount (as such terms are defined in Section 500(b) of the Corporations Code of the State of California).

ARTICLE VII: BYLAW PROVISIONS.

A. **AMENDMENT OF BYLAWS.** Subject to any additional vote required by this Certificate or the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

B. **BALLOT.** Elections of directors need not be by written ballot unless the Bylaws shall so provide.

C. **MEETINGS AND BOOKS.** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept

outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.

ARTICLE VIII: DIRECTOR LIABILITY.

A. **LIMITATION.** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

B. **INDEMNIFICATION.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

C. **MODIFICATION.** Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX: INCORPORATOR.

The name and mailing address of the incorporator is Caroline Wells, c/o Fenwick & West LLP, Silicon Valley Center, 801 California Street, Mountain View, CA 94041.

The undersigned incorporator hereby acknowledges that the foregoing certificate is the act and deed of the undersigned and that the facts stated herein are true.

Dated: December 31, 2019

/s/ Caroline Wells
Caroline Wells, Incorporator