

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592826

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/27/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hoo-Ahhs, LLC		09/26/2017	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	Ira Green, Inc.		
Street Address:	177 Georgia Avenue		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02905		
Entity Type:	Corporation: RHODE ISLAND		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3954639	HOO-AHHS	
CORRESPONDENCE DATA			
Fax Number:	7168490349		
<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:	7168564000		
Email:	gsnyder@hodgsonruss.com		
Correspondent Name:	Hodgson Russ LLP		
Address Line 1:	140 Pearl Street, Suite 100		
Address Line 4:	Buffalo, NEW YORK 14202-4040		
ATTORNEY DOCKET NUMBER:	083363.00001		
NAME OF SUBMITTER:	George L. Snyder, Jr.		
SIGNATURE:	/george l snyder jr/		
DATE SIGNED:	08/19/2020		
Total Attachments: 8			
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REEL: 007028 FRAME: 0506

Filing Fee: See Instructions

ID Number: 000152509



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Ira Green, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Ira Green, Inc. (Corporation, Rhode Island) and Hoo-Ahhs, LLC (Limited liability company, Minnesota).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Ira Green, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing September 30, 2017

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

2017 SEP 27 11:46 AM
R.I. DEPT. OF STATE
BUS. S.V.C.
RECORDS

FILED

SEP 27 2017

BY: 313511

A.A. 11:46 TRADEMARK

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

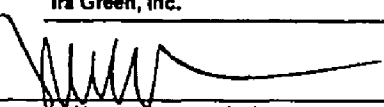
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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

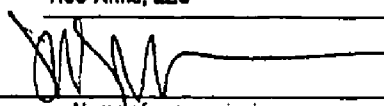
a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Ira Green, Inc. _____
Print Entity Name
By:  _____
Name of person signing Michael W. McAllister, President Title of person signing
By: _____
Name of person signing Title of person signing

Hoo-Ahhs, LLC _____
Print Entity Name
By:  _____
Name of person signing Michael W. McAllister, Manager Title of person signing
By: _____
Name of person signing Title of person signing

AGREEMENT
AND
PLAN OF MERGER
OF
HOO-AHHS, LLC
(a Minnesota limited liability company)

INTO
IRA GREEN, INC.
(a Rhode Island corporation)

Under Section 7-1.2-1006 of the
Rhode Island Business Corporation Act
and Section 322C.1002 of the
Minnesota Revised Uniform Limited Liability Company Act

This Agreement and Plan of Merger, dated as of September 26, 2017, has been adopted and approved by (a) the written consent of the sole shareholder of Ira Green, Inc. ("Ira Green") pursuant to Section 7-1.2-1002 and Section 7-1.2-1701 of the Rhode Island Business Corporation Act, and (b) the written consent of the sole member of Hoo-Ahhs, LLC ("Hoo-Ahhs") pursuant to Section 322C.1003 of the Minnesota Revised Uniform Limited Liability Company Act:

1. Name and Form of Constituent Organizations:
 - (a) The name and form of the constituent organizations are IRA GREEN, INC., a Rhode Island corporation, and HOO-AHHS, LLC, a Minnesota limited liability company.
 - (b) The name of the constituent organization that will survive the merger is IRA GREEN, INC., a Rhode Island corporation.

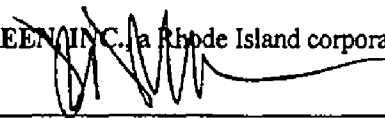
2. Effective Time. The merger of Hoo-Ahhs with and into Ira Green (the "Merger") will be effective as of 11:59pm U.S. eastern time on September 30, 2017 (the "Effective Time").
3. Terms and Conditions of Merger. At the Effective Time, Ira Green will be merged with and into Hoo-Ahhs, with Ira Green being the surviving organization. Ira Green will continue to be governed by the laws of the State of Rhode Island, and the separate legal existence of Hoo-Ahhs will cease. The Merger will be pursuant to the provisions of, and with the effect as provided in, the Rhode Island Business Corporation Act and the Minnesota Revised Uniform Limited Liability Company Act.
4. Manner and Basis of Converting Membership Interests and Shares. Upon the Effective Time, (a) all membership interests of Hoo-Ahhs then issued and outstanding shall be cancelled without conversion and without further consideration, and (b) each share of capital stock in Ira Green which is then issued and outstanding shall remain issued and outstanding.
5. Manner of Authorization. This Agreement and Plan of Merger was authorized (a) on behalf of Ira Green by the written consent, without a meeting, of the sole shareholder of Ira Green, who holds 200 common voting shares in Ira Green, and (b) on behalf of Hoo-Ahhs by the written consent, without a meeting, of the sole member of Hoo-Ahhs, who holds 100% of the issued and outstanding membership interests in Hoo-Ahhs.
6. Articles of Incorporation. Upon the Effective Time, the Articles of Incorporation of Ira Green, as in effect immediately prior to the Effective Time, will be the Articles of Incorporation of the surviving organization.
7. By-laws. Upon the Effective Time, the by-laws of Ira Green, as in effect immediately prior to the Effective Time, will be the by-laws of the surviving organization.
8. Directors and Officers.
 - (a) The persons who are the directors of Ira Green immediately prior to the Effective Time will continue as directors of the surviving organization without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.
 - (b) The persons who are officers of Ira Green immediately prior to the Effective Time will continue as officers of the surviving organization without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

9. Miscellaneous. This Agreement and Plan of Merger may be executed in counterparts, each of which shall constitute an original, but all of which, taken together, shall constitute a single agreement. Delivery of an executed counterpart of a signature page to this Agreement and Plan of Merger by facsimile or in electronic format shall be effective as delivery of a manually executed original counterpart.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

IRA GREEN INC., a Rhode Island corporation

By: 
Name: Michael W. McAllister
Title: President

HOO-AHHS, LLC, a Minnesota limited liability company

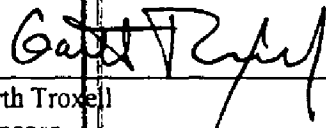
By: _____
Name: Garth Troxell
Title: Manager

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

IRA GREEN, INC., a Rhode Island corporation

By: _____
Name: Michael W. McAllister
Title: President

HOO-AHHS, LLC, a Minnesota limited liability company

By:  _____
Name: Garth Troxell
Title: Manager



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

September 27, 2017 11:46 AM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

