

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM629800

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Celo Labs Inc.		12/03/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	cLabs Inc.		
Street Address:	58 West Portal Avenue		
Internal Address:	PBM 729		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94127		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	88932613	VALORA	
CORRESPONDENCE DATA			
Fax Number:	3367342781		
<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:	(336) 607-7466		
Email:	tadmin@kilpatricktownsend.com		
Correspondent Name:	Laura C. Miller, KTS LLP		
Address Line 1:	1001 West Fourth Street		
Address Line 4:	Winston-Salem, NORTH CAROLINA 27101		
ATTORNEY DOCKET NUMBER:	1239010		
NAME OF SUBMITTER:	Laura C. Miller		
SIGNATURE:	/Laura C. Miller/		
DATE SIGNED:	03/04/2021		
Total Attachments: 5			
source=cLabs Inc. - Filed AR Restated Certificate of Incorporation (Name Change)- 12-3-2020 (1)#page1.tif			
source=cLabs Inc. - Filed AR Restated Certificate of Incorporation (Name Change)- 12-3-2020 (1)#page2.tif			
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Delaware

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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 RESTATED CERTIFICATE OF "CELO LABS INC.", CHANGING ITS NAME FROM "CELO LABS INC." TO "CLABS INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2020, AT 12:35 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

6947274 8100
SR# 20208548254

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

Authentication: 204225795
Date: 12-03-20

TRADEMARK
REEL: 007211 FRAME: 0041

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CELO LABS INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

CELO LABS INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is **CELO LABS INC.** and that this corporation was originally incorporated pursuant to the General Corporation Law on June 25, 2018 under the name **Celo Labs Inc.**

SECOND: Upon the filing of this Restated Certificate of Incorporation with the Secretary of State of Delaware, that all Common Stock of this corporation shall be cancelled for no or reasonable consideration.

THIRD: That the Board of Directors duly adopted resolutions proposing to amend and restate the certificate of incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation.

The resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

NAME

The name of this corporation is cLabs Inc.

REGISTERED OFFICE; REGISTERED AGENT

A. The address of the registered office of this corporation in the State of Delaware is 3500 South DuPont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd. The principal address of the corporation is 58 West Portal Ave PMB 729 San Francisco, California 94127.

NONPROFIT NONSTOCK STATUS

The Corporation shall be a “nonprofit nonstock corporation” as defined in Section 114(d)(3) of the General Corporation Law of the State of Delaware and, as such, shall not be authorized to issue capital stock. The conditions of membership shall be set forth in the bylaws of the Corporation (the “Bylaws”). The purpose of the Corporation is to (i) promote the use of the open source Celo Platform to globally support prosperity, financial inclusion, and environmental health through research, education, outreach, and adoption; and (ii) serve its Members to encourage the use of the Celo Platform and related functionalities.

OBJECTS AND PURPOSES

The Corporation is a non-stock organization organized and operated exclusively for the purposes of (i) furthering the technical development, education, research, innovation, and adoption of the Celo Platform and related applications; and (ii) serving entrepreneurs in the larger Celo community to build and grow on Celo; (iii) supporting the creativity, prosperity, inclusion, and purpose of its Members; and (iv) conducting any other activities that may be necessary, useful or desirable for the furtherance or accomplishment of the foregoing purposes. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts necessary or conducive to the attainment of any of the objects and purposes hereinabove set forth to the same extent and as fully as any natural person might or could do. The funds of the Corporation shall not be restricted in use to people of any race, creed, color, sex, national origin, religion, marital status, age, disability, sexual orientation, or veteran status, but such funds shall be administered on a nondiscriminatory basis consistent with the purposes of the Corporation.

MEMBERS

The conditions of membership shall be set forth in the bylaws of the Corporation (the “Bylaws”).

GOVERNING BODY

The business and affairs of the Corporation shall be managed by or under the direction of its governing body. The governing body shall be known as the Board of Directors, and individual members of the Board of Directors shall be known as directors.

BYLAWS

The Board of Directors shall have the power to make, adopt, amend or repeal, from time to time, the Bylaws.

LIMITATION OF LIABILITY

To the fullest extent permitted by law, no director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall: (a) pay or make provision for the payment of all the Corporation's liabilities; (b) return, transfer or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer or conveyance in the event of dissolution of the Corporation; and (c) dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious, or literary purposes as shall, at that time, qualify for exemption under Section 501(c)(3) of the Code, as the Board of Directors shall determine; provided that none of such assets shall be distributed to any entity, fund or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any entity for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, religious, or literary within the meaning of Section 501(c)(3) of the Code or to an organization or organizations organized and operated exclusively for such purposes.

AMENDMENTS

The Corporation reserves the right to amend, alter or change any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable statute, and all rights conferred herein are granted subject to this reservation.

* * *

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 3rd day of December, 2020.

/s/ Rene Reinsberg
Rene Reinsberg, President