

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM633235

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Entity Conversion (effective 5/1/2016)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ADTHRIVE LLC		04/25/2016	Limited Liability Company: GEORGIA
RECEIVING PARTY DATA			
Name:	ADTHRIVE LLC		
Street Address:	c/o ZMC Management L.L.C.		
Internal Address:	110 East 59th Street, 24th Fl		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: FLORIDA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4880943	ADTHRIVE	
Registration Number:	4897970	ADTHRIVE	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	94153-10020		
NAME OF SUBMITTER:	Dusan Clark		
SIGNATURE:	/Dusan Clark/		
DATE SIGNED:	03/19/2021		
Total Attachments: 10			
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State of Florida



Department of State

I certify the attached is a true and correct copy of the Certificate of Conversion and Articles of Organization, as amended to date, filed on April 27, 2016, effective May 1, 2016, with an organizational date deemed effective March 25, 2013, for ADTHRIVE LLC, the resulting Florida Limited Liability Company, as shown by the records of this office.

The document number of this entity is L16000085344.



CR2E022 (01-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Eleventh day of March, 2021

Laurel M. Lee

Secretary of State

TRADEMARK

REEL: 007227 FRAME: 0253

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

FILED
16 APR 27 PM 5:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following articles of conversion are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Florida Statutes Section 605.1045, to convert the following "Other Business Entity" into a Florida Limited Liability Company.

FIRST: The name, entity type and state of jurisdiction of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
ADTHRIVE LLC	Limited Liability Company	Georgia

SECOND: The "Other Business Entity" was first organized under the laws of Georgia on March 25, 2013.

THIRD: The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

Name
ADTHRIVE LLC

FOURTH: The conversion shall become effective on May 1, 2016.

FIFTH: The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 125 day of April, 2016.

Authorized Representative of Limited Liability Company:

ADTHRIVE LLC
a Florida limited liability company

By: 
Andrew Marzka, Manager

Authorized Representative of "Other Business Entity":

ADTHRIVE LLC
a Georgia limited liability company

By: 
Andrew Marzka, Manager

ARTICLES OF ORGANIZATION
OF
ADTHRIVE LLC

FILED
16 APR 27 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the limited liability company shall be ADTHRIVE LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:

495 Grand Boulevard Suite 206
Miramar Beach, FL 32550

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence on May 1, 2016 and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

<u>Name</u>	<u>Address</u>
HF Registered Agents, LLC	1715 Monroe Street Fort Myers, FL 33901

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

Name

Address

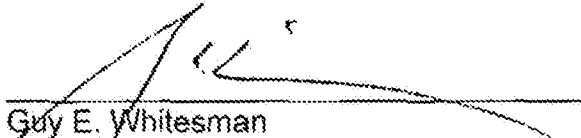
Andrew Marzka

1495 Grand Boulevard Suite 206
Miramar Beach, FL 32550

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being an authorized representative of the Members of the Company, has executed these Articles of Organization this 25 day of April, 2016.


Guy E. Whitesman
Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
16 APR 27 PM 5:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

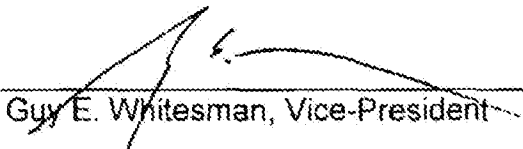
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ADTHRIVE LLC.
2. The name and address of the registered agent and office are:

HF Registered Agents, LLC
1715 Monroe Street
Fort Myers, FL 33901

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 605, Florida Statutes.

REGISTERED AGENT:
HF Registered Agents, LLC

By: 
Guy E. Whitesman, Vice-President

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 605.0114 or 605.0116, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: ADTHRIVE LLC

2. (a) 417 5th Avenue, 7th Floor (b) 417 5th Avenue, 7th Floor
 Principal office address of limited liability company: Mailing address of limited liability company:
(Note: MUST BE STREET ADDRESS) *(Note: MAY BE POST OFFICE BOX)*

New York, NY 10016 New York, NY 10016

3. 04/27/2016 4. L16000085344
 Date of filing/registration in Florida Document number

5. (a) HF REGISTERED AGENTS, LLC
 Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

1715 MONROE STREET
 Registered Office Address *(MUST BE FLORIDA STREET ADDRESS)*
FORT MYERS, FL 33901

(b) Corporation Service Company
 Enter name of NEW Registered Agent and/or NEW Registered Office address:

1201 Hays Street
NEW Registered Office Address:
Tallahassee, FL 32301

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature] Steven Samuels
 Signature of a member or authorized representative of a member Printed or typed name of signee

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office of the company, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature] Lydia Cohen
 Signature of Registered Agent Asst. Vice President
 Corporation Service Company BY:

Division of Corporations • P.O. Box 6327 • Tallahassee, FL 32314
 FILING FEE: \$25.00

17 MAR -3 AM 8:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FILED
18 MAY 22 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ADTHRIVE LLC

The following Amended and Restated Articles of Organization are being submitted in accordance with section 605.0202 and 605.0207 of the Florida Statutes.

1. The name of the limited liability company is ADTHRIVE LLC (the "Company").
2. The date of filing of the Articles of Organization for the Company was April 27, 2016, and the Company was assigned document number L16-00085244.
3. The sole member of the Company has adopted amendments to Article II (Mailing and Street Address), Article IV (Initial Registered Agent and Office), and Article VI (Management of the Company) of the Articles of Organization. Accordingly, The Company's Articles of Organization are hereby amended and restated in their entirety as follows:

ARTICLES OF ORGANIZATION
OF
ADTHRIVE LLC

ARTICLE I - NAME

The name of the limited liability company shall be ADTHRIVE LLC (the "Company").

ARTICLE II - MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company are:

AdThrive LLC
c/o CMI Marketing, Inc.
417 5th Ave., 7th Floor
New York, NY 10016

ARTICLE III - EFFECTIVE DATE AND DURATION

This limited liability company's existence shall commence on May 1, 2016 and it shall have a perpetual term, unless it is dissolved and terminated in accordance with the operating agreement.

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ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and the Florida street address of the registered agent of the Company are:

Cogeney Global Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301

A successor registered agent may be designated from time to time in accordance with the operating agreement.

ARTICLE V - PURPOSE

The Company shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more members in accordance with the terms of its operating agreement and, therefore, the Company is a member-managed limited liability company within the meaning of Section 605.0407, Florida Statutes. The rights, duties and obligations of the member(s) of the Company shall be as set forth in the operating agreement of the Company.

ARTICLE VII - OPERATING AGREEMENT

The members of the Company are expressly authorized to adopt, alter, amend, or repeal the operating agreement of the Company.

4. The Amended and Restated Articles of Organization were approved and adopted by written consent of the sole member of the Company.

5. These Amended and Restated Articles of Organization shall be effective on the date the department files the said amendment.

[signature page follows]

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FILED
18 MAY 22 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of this 1st day of May, 2018.

ADDITIVE LLC

By: *[Signature]*
Name: *Michael Linder*
Title: *CEO*

FILED
18 MAY 22 AM 10:25
SECRETARY OF STATE
STATE OF MARYLAND

H1800015645 3

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for ADTHRIVE LLC, a Florida limited liability company, at the address designated in the above-stated amended and restated articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 605, Florida Statutes.

Registered Agent's Signature:

COGENCY GLOBAL INC.

By: *Jeremy Seiers*
Jeremy Seiers, ASSA Sec. of Cogency Global Inc.

FILED
18 MAY 22 AM 10 25
SUPERVISOR OF STATE
CORPORATIONS, FLORIDA