

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM642885

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
urban-gro, Inc.		10/29/2020	Corporation: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	urban-gro, Inc.		
<b>Street Address:</b>	1751 Panorama Point, Suite G		
<b>City:</b>	Lafayette		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80026		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87199613	OPTI-DURA	
<b>Serial Number:</b>	85950395	URBAN-GRO	
<b>Serial Number:</b>	86340114	SOLEIL	
<b>Serial Number:</b>	87425701	SOLEIL	
<b>Serial Number:</b>	87671876	SOLEIL GIVES YOUR CROP A VOICE	
<b>Serial Number:</b>	87671878	SOLEIL GIVES YOUR PLANTS A VOICE	
<b>Serial Number:</b>	88898692	GRO-CARE	
<b>Serial Number:</b>	88898690	URBAN-GRO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	3145526840		
<b>Email:</b>	jwillard@polsinelli.com		
<b>Correspondent Name:</b>	Laila S. Wolfgram		
<b>Address Line 1:</b>	100 S. Fourth Street, Suite 1000		
<b>Address Line 4:</b>	St. Louis, MISSOURI 63102		
<b>ATTORNEY DOCKET NUMBER:</b>	089372-564576		
<b>NAME OF SUBMITTER:</b>	Laila S. Wolfgram		

CH \$215.00 87199613

<b>SIGNATURE:</b>	/Laila S. Wolfgram/
<b>DATE SIGNED:</b>	04/28/2021
<b>Total Attachments: 7</b> source=Certificate of Conversion urban-gro, inc#page1.tif source=Certificate of Conversion urban-gro, inc#page2.tif source=Certificate of Conversion urban-gro, inc#page3.tif source=Certificate of Conversion urban-gro, inc#page4.tif source=Certificate of Conversion urban-gro, inc#page5.tif source=Certificate of Conversion urban-gro, inc#page6.tif source=Certificate of Conversion urban-gro, inc#page7.tif	

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:16 AM 10/29/2020  
FILED 11:16 AM 10/29/2020  
SR 20208111183 - File Number 4005602

**URBAN-GRO, INC.**

**CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION**

(Pursuant to Section 265 of the Delaware General Corporation Law)

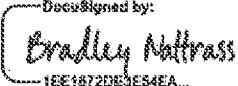
AND NOW, this 29<sup>th</sup> day of October, 2020, the undersigned, being authorized to execute and file this Certificate of Conversion from a Non-Delaware Corporation to a Delaware Corporation (the "Certificate") on behalf of urban-gro, Inc, a Colorado corporation, hereby certifies that:

1. The jurisdiction where the Non-Delaware Corporation first formed is Colorado.
2. The jurisdiction immediately prior to filing this Certificate is Colorado.
3. The date the Non-Delaware Corporation first formed is March 10, 2017.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is "urban-gro, Inc."
5. The name of the Corporation as set forth in the Certificate of Incorporation is "urban-gro, Inc."
6. This Certificate, together with the Certificate of Incorporation being filed contemporaneously herewith, shall be effective upon filing.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned authorized officer has duly executed this Certificate as of the date first above written.

URBAN-GRO, INC.

By:   
Name: Bradley J. Natrass  
Title: Chief Executive Officer

*[Signature Page to Certificate of Conversion]*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:16 AM 10/29/2020  
FILED 11:16 AM 10/29/2020  
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CERTIFICATE OF INCORPORATION  
OF  
URBAN-GRO, INC.

The undersigned, being a natural person of the age of at least 18 years and acting as the incorporator to organize a corporation under the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby adopt and sign the following Certificate of Incorporation:

I.

NAME

The name of this corporation is urban-gro, Inc. (the "Corporation").

II.

REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

III.

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

IV.

CAPITAL STOCK

Section 1. *Authorized Shares.* The total number of shares of stock which the Corporation shall have authority to issue is one hundred ten million (110,000,000) shares; of which 100,000,000 shares shall be designated as "Common Stock," \$0.001 par value per share, and 10,000,000 shares shall be designated as "Preferred Stock," \$0.10 par value per share.

Section 2. *Preferred Stock Designation.* The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series, to the full extent now or hereafter permitted by the laws of the State of Delaware and the DGCL. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

Section 3. *Assessment of Stock.* The capital stock of the Corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as

fully paid shall ever be assessable or assessed. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

Section 4. *Increase or Decrease in Authorized Capital Stock.* The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Section 5. *Voting Rights.* Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Preferred Stock Designations) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Preferred Stock Designations).

V.

INCORPORATOR

The incorporator is Bradley J. Natrass, whose mailing address is 1751 Panorama Point, Unit G, Lafayette, Colorado 80026 (the "Incorporator").

VI.

BOARD OF DIRECTORS

Section 1. *Number of Directors.* The members of the governing board of the Corporation are styled as directors. The Board of Directors of the Corporation shall be elected in such manner as shall be provided in the Bylaws of the Corporation. The number of directors shall be not less than one (1) nor more than ten (10). The number of directors may be changed from time to time within this range in such manner as shall be provided in the Bylaws of the Corporation.

Section 2. *Ballot and Nominees.* Nominations by stockholders of persons for election to the Board of Directors shall be made only in accordance with the procedures set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation.

Section 3. *Removal and Filling of Newly Created Directorships.* Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office with or without cause, at any time, only by the affirmative vote of the holders of a majority of the shares of voting stock then outstanding. Subject to the rights of the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise provided by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office, though less than a quorum (and not by stockholders), and directors so chosen shall hold office for a term

expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires or until such director's successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

Section 4. *Advance Notice of Nominations.* Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

VII.

STOCKHOLDER ACTION

Section 1. *Action by Consent.* Any election of directors or other action by the stockholders of the Corporation that can be effected at an annual or special meeting of stockholders can be effected by written consent without a meeting so long as such written consent is signed by the holders of at least the number of shares required to approve such action at a duly held annual or special stockholders meeting at which all shares entitled to vote thereon were present and voted.

Section 2. *Special Meetings.* Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the holders of such series, special meetings of the stockholders of the Corporation may be called only by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer or the president (in the absence of a chief executive officer), and the ability of the stockholders to call a special meeting is hereby specifically denied. The Board of Directors may cancel, postpone or reschedule any previously scheduled special meeting at any time, before or after the notice for such meeting has been sent to the stockholders.

VIII.

LIMITATION OF DIRECTOR LIABILITY; INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law, (iii) for the types of liability set forth in under Section 174 of the DGCL, or (iv) for any transaction from which the director received an improper personal benefit. 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 to any other persons to which applicable law permits the Corporation to provide indemnification). If the DGCL is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IX.

BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal any or all of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation as prescribed by law; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation (including any Preferred Stock Designation), the affirmative vote of the holders of at least two-thirds of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Corporation.

X.

AMENDMENT

In addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal the provisions of this Certificate of Incorporation; provided however that any amendment or repeal of any provision of Article VI, Article VII, Article IX or this Article X shall require the affirmative vote of the holders of at least two-thirds of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

*(Signature page follows)*



IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 29<sup>th</sup> day of October, 2020.

DocuSigned by:  
*Bradley Natrass*  
1EE1872DE3E54EA

Bradley J. Natrass, Incorporator

*[Signature Page to Certificate of Incorporation]*