

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM643793

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Portland Pet Food Company, LLC		03/20/2020	Limited Liability Company: OREGON
RECEIVING PARTY DATA			
Name:	Portland Pet Food Company		
Street Address:	120 NW 9th Avenue, #206		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97209		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	90057437	PORTLAND PET FOOD COMPANY	
Serial Number:	88441475	FAST FOOD FOR DOGS	
Registration Number:	5910777	HUMAN FOOD FOR DOGS	
Registration Number:	5350368	CRAFTED BY HUMANS LOVED BY DOGS	
Registration Number:	5163352	PORTLAND PET FOOD COMPANY	
CORRESPONDENCE DATA			
Fax Number:	5032202480		
<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:	503-294-9848		
Email:	lisa.davis@stoel.com		
Correspondent Name:	Anne W. Glazer - Stoel Rives LLP		
Address Line 1:	760 SW Ninth Avenue, Suite 3000		
Address Line 4:	Portland, OREGON 97205		
ATTORNEY DOCKET NUMBER:	66541-1		
NAME OF SUBMITTER:	Lisa M. Davis, Paralegal		
SIGNATURE:	/lisamdavis/		
DATE SIGNED:	05/03/2021		

OP \$140.00 90057437

Total Attachments: 10

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PORTLAND PET FOOD COMPANY

CNV

ARTICLES OF CONVERSION

**Portland Pet Food Company, LLC, an Oregon limited liability company,
to
Portland Pet Food Company, a Delaware corporation**

1. The name of the business entity prior to conversion is Portland Pet Food Company, LLC.
2. Prior to conversion the business entity is an Oregon limited liability company.
3. The name of the business entity after conversion is Portland Pet Food Company.
4. After conversion the business entity is a Delaware corporation (the "Corporation").
5. The principal place of business and the address of the Corporation where the Plan of Conversion is on file is 120 NW 9th Avenue, #206, Portland, Oregon 97209.
6. The Corporation will provide any owner with a copy of the Plan of Conversion upon request and at no cost.
7. An individual with direct knowledge of the operations and business activities of the corporation is Kathleen McCarron and the address of such individual is 120 NW 9th Avenue, #206, Portland, Oregon 97209.

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, director, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Dated: March 20, 2020.

PORTLAND PET FOOD COMPANY, LLC

By Kathleen A McCarron
Kathleen McCarron, its Manager



Application for Authority to Transact Business - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

Check the appropriate box below:

[X] FOREIGN BUSINESS CORPORATION
(Complete only 1, 2, 3, 4, 5, 6, 7, 8, 9, 11)

[] FOREIGN PROFESSIONAL CORPORATION
(Complete all items)

REGISTRY NUMBER:
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: Portland Pet Food Company

NOTE: Must be identical to the name of record in home jurisdiction.

2) REGISTRY NUMBER IN HOME JURISDICTION

OR: CERTIFICATE OF EXISTENCE [X] (ATTACHED)

(Please provide a web-verifiable registry number from the entity's home jurisdiction. Certain states, such as Delaware and New Jersey, do not provide status information online. Entities from such places must instead attach an official certificate of existence, current within 60 days of delivery to this office.)

8) ADDRESS FOR MAILING NOTICES:

120 NW 9th Ave. #206

Portland, OR 97209

3) DATE OF INCORPORATION: 03/20/2020 DURATION, IF NOT PERPETUAL:

9) NAME AND ADDRESS OF PRESIDENT AND SECRETARY:

President: Kathleen McCarron

Address: 120 NW 9th Ave. #206

Portland, OR 97209

4) STATE OR COUNTRY OF ORGANIZATION: Delaware

Secretary: David McCarron

Address: 120 NW 9th Ave. #206

Portland, OR 97209

5) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS:
120 NW 9th Ave. #206
Portland, OR 97209

6) NAME OF OREGON REGISTERED AGENT: SSBLS Services, Inc.

PROFESSIONAL CORPORATION ONLY

7) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:
209 SW Oak St. STE 500
Portland, OR 97204

10) PROFESSIONAL/BUSINESS SERVICES: (List professional service(s) and other business services, if applicable, to be rendered.)

11) EXECUTION: (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: Kathleen A McCarron

Printed Name: Kathleen McCarron

Title: President

CONTACT NAME: (To resolve questions with this filing.)

Terrence Ehlers

PHONE NUMBER: (Please include area code.)

208-387-4210

FEES
Required Processing Fee \$275
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."
Free copies are available at sos.oregon.gov/business, using the Business Name Search program.

**CERTIFICATE OF CONVERSION TO CORPORATION
OF
PORTLAND PET FOOD COMPANY, LLC**

This Certificate of Conversion to Corporation of Portland Pet Food Company, LLC (the "Company") is executed and filed by the undersigned to convert the Company from an Oregon limited liability company to a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law (the "DGCL") and Section 63.470 of the Oregon Limited Liability Company Act.

1. The date on which the Company was first created is June 20, 2014 and such Company was created in the State of Oregon.
2. The jurisdiction of the Company immediately prior to the filing of this Certificate of Conversion to Corporation is the State of Oregon.
3. The name of the Company immediately prior to the filing of this Certificate of Conversion to Corporation is Portland Pet Food Company, LLC and the Company is an Oregon limited liability company.
4. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265 of the DGCL is Portland Pet Food Company.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of March 20, 2020.

PORTLAND PET FOOD COMPANY, LLC

By: Kathleen A McCarron
Kathleen McCarron, Manager

[Signature page to Certificate of Conversion]

**Certificate of Incorporation
of
Portland Pet Food Company**

**Article 1
Name**

The name of the corporation is Portland Pet Food Company.

**Article 2
Authorized Capital**

The corporation is authorized to issue 20,000,000 shares of Common Stock, par value \$0.0001 per share.

**Article 3
Purpose**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

**Article 4
Limitation of Liability**

To the fullest extent permitted by the DGCL, a director of the corporation is not personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is later amended to authorize corporate action to further eliminate or limit the personal liability of directors, then the liability of each director of the corporation will be eliminated or limited to the fullest extent permitted by the DGCL, as amended. No amendment to the DGCL or this article that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director for any act or omission that occurs before the effective date of the amendment.

**Article 5
Indemnification**

The following indemnification provisions shall apply to the persons enumerated below.

1. **Right to Indemnification of Directors and Officers.** The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses

(including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this article, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors.

2. **Prepayment of Expenses of Directors and Officers.** The corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this article or otherwise.

3. **Claims by Directors and Officers.** If a claim for indemnification or advancement of expenses under this article is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. **Indemnification of Employees and Agents.** The corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the corporation or, while an employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors in its sole discretion. Notwithstanding the foregoing sentence, the corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors.

5. **Advancement of Expenses of Employees and Agents.** The corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors.

6. **Non-Exclusivity of Rights.** The rights conferred on any person by this article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

7. **Other Indemnification.** The corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. **Insurance.** The board of directors may, to the full extent permitted by applicable law as it presently exists or may hereafter be amended, authorize an appropriate officer or officers to purchase and maintain, at the corporation's expense, insurance: (a) to indemnify the corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this article; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this article.

9. **Amendment or Repeal.** Any repeal or modification of the foregoing provisions of this article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

Article 6 Amendment of Certificate of Incorporation and Bylaws

The corporation reserves the right to alter, amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or later prescribed by the laws of the State of Delaware. All rights conferred are granted subject to this reservation.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the corporation's board of directors is expressly authorized to adopt, amend or repeal the corporation's bylaws.

Article 7 Director Elections

The directors need not be elected by written ballot unless required by the bylaws of the corporation.

Article 8 Stockholder Meetings

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the corporation 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 of directors or in the bylaws of the corporation.

**Article 9
Registered Agent**


The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, and the name of the registered agent at that address is National Registered Agents, Inc.

**Article 10
Incorporator**

The corporation's incorporator is Mary P. Hull, and the incorporator's mailing address is c/o Steel Rives LLP, 760 SW Ninth Avenue, Suite 3000, Portland, Oregon 97205.

(Signature page follows.)

The undersigned signed this Certificate of Incorporation on March 29, 2020.

A handwritten signature in black ink, appearing to read "Mary P. Hull", written over a horizontal dotted line.

Mary P. Hull
Incorporator

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PORTLAND PET FOOD COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PORTLAND PET FOOD COMPANY" WAS INCORPORATED ON THE TWENTIETH DAY OF MARCH, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



A handwritten signature in black ink, appearing to read "JWBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

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SR# 20202351784

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

Authentication: 202650021

Date: 03-24-20