

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM646335

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Belly, Inc.		02/21/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Hatch Loyalty, Inc.		
Street Address:	550 West Washington Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5473853	HATCH	
Registration Number:	5519312	HATCH	
Registration Number:	5529130	HATCH LOYALTY	
Registration Number:	5289169	BELLY CORE	
Registration Number:	5289170	FUTURE-PROOF YOUR LOYALTY SOLUTION	
Registration Number:	5289168	BELLY FOR ENTERPRISE	
Registration Number:	5289167	BLUE BY BELLY	
CORRESPONDENCE DATA			
Fax Number:	8668507498		
<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:	2128834909		
Email:	adivino@cozen.com		
Correspondent Name:	Amy F. Divino, Cozen O'Connor		
Address Line 1:	3 World Trade Center		
Address Line 2:	175 Greenwich Street, 55th Floor		
Address Line 4:	New York, NEW YORK 10007		
ATTORNEY DOCKET NUMBER:	514313		
NAME OF SUBMITTER:	Amy F. Divino		
SIGNATURE:	/Amy F. Divino/		

OP \$190.00 5473853

DATE SIGNED:	05/12/2021
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Total Attachments: 8

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Delaware

The First State

Page 1

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 "BELLY, INC.", CHANGING ITS NAME FROM "BELLY, INC." TO "HATCH LOYALTY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2019, AT 9:43 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

5034961 8100
SR# 20191180181

Authentication: 202297794
Date: 02-21-19

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

TRADEMARK
REEL: 007290 FRAME: 0190

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BELLY, INC.**

Jake Kiser hereby certifies that:

ONE: The original name of this company is Bellyflop, Inc., the date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was October 7, 2011, the name of this company was changed to Belly, Inc. by the filing of an Amendment to Certificate of Incorporation with the Secretary of State of the State of Delaware on December 8, 2011, and the name of this company will be changed to Hatch Loyalty, Inc. upon the filing of this Fourth Amended and Restated Certificate of Incorporation.

TWO: The original Certificate of Incorporation of this company was amended and restated in its entirety by that certain Amended and Restated Certificate of Incorporation of this company, filed with the Secretary of State of the State of Delaware on October 7, 2011, which was amended by that certain Amendment to Certificate of Incorporation of this company, filed with the Secretary of State of the State of Delaware on December 8, 2011, that certain Certificate of Amendment of Amended and Restated Certificate of Incorporation of this company, filed with the Secretary of State of the State of Delaware on February 9, 2012, the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on April 24, 2012, and the Third Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on August 15, 2013.

THREE: He is the duly elected and acting President of Belly, Inc., a Delaware corporation.

FOUR: The Third Amended and Restated Certificate of Incorporation of this company, as amended, is hereby amended and restated in its entirety to read as follows:

I.

The name of this company is Hatch Loyalty, Inc. (the "*Corporation*" or the "*Company*").

II.

The address of the registered office of the Corporation in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, New Castle County, Delaware 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

III.

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

IV.

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Non-Convertible Preferred Stock." The total number of shares which the Corporation is authorized to issue is 78,911,203 shares, of which (i) 78,911,202 shares shall be Common Stock (the "*Common Stock*"), and (ii) one (1) share shall be Non-Convertible Preferred Stock (the "*Non-Convertible Preferred Stock*"). The Non-Convertible Preferred Stock shall have a par value of \$0.0001 per share. The Common Stock shall have a par value of \$0.0001 per share.

B. 53,911,202 of the authorized shares of Common Stock are hereby designated "Voting Common Stock" (the "*Voting Common Stock*"), and 25,000,000 of the authorized shares of Common Stock are hereby designated "Nonvoting Common Stock" (the "*Nonvoting Common Stock*").

C. The number of authorized shares of the Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the capital stock of the Corporation entitled to vote (voting together as a single class and not as separate series, and on an as-converted basis).

D. The rights, preferences, privileges, restrictions and other matters relating to the Common Stock and the Non-Convertible Preferred Stock are as follows:

1. DIVIDEND RIGHTS.

Dividends may be paid on the Voting Common Stock from funds legally available therefor as, if and when declared by the Board of Directors (the "*Board*").

2. VOTING RIGHTS.

(a) **General Rights.** The holders of Voting Common Stock and Non-Convertible Preferred Stock (voting together as a single class and not as separate series) shall be entitled to vote their shares on all matters. The holders of Nonvoting Common Stock shall have no voting rights, except as required by law. Each holder of shares of the Voting Common Stock and Non-Convertible Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Except as otherwise provided herein or as required by law, the Non-Convertible Preferred Stock shall vote together with the Voting Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Voting Common Stock.

(b) Election of Board of Directors.

(i) The holders of shares of Voting Common Stock shall be entitled to elect three (3) members of the Board, at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office any such director and to fill any vacancy caused by the resignation, death or removal of any such director.

(ii) If the holders of shares of Voting Common Stock fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors pursuant to clause (i) of this Section 2(b), then any directorship not so filled shall remain vacant until such time as the holders of the Voting Common Stock elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship.

3. LIQUIDATION RIGHTS.

Upon any liquidation, dissolution or winding up of the Corporation (a "*Liquidation Event*"), whether voluntary or involuntary, any amounts or assets of the Corporation (or the consideration received in such transaction) legally available for distribution to holders of the Corporation's capital stock of all classes shall be paid as follows:

(a) *First*, the holders of the shares of Non-Convertible Preferred Stock shall be entitled, before any distribution or payment is made upon any shares of Voting Common Stock, to be paid an amount per share of Non-Convertible Preferred Stock equal to Two Million Dollars (\$2,000,000) (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) (the "*Liquidation Preference*").

(b) *Second*, after payment of the full Liquidation Preference pursuant to Section 3(a) above, the remaining assets of the Corporation (or the consideration received in such transaction) legally available for distribution to holders of the Corporation's capital stock shall be distributed ratably to the holders of the Common Stock.

4. ACQUISITION OR ASSET SALE RIGHTS.

(a) In the event that the Corporation is a party to an Acquisition or Asset Sale (as hereinafter defined), then each stockholder shall be entitled to receive, out of the proceeds of such Acquisition or Asset Sale, the amount of cash, securities or other property to which such stockholder would be entitled to receive in a Liquidation Event pursuant to Section 3.

(b) For the purposes of this Restated Certificate: (i) "*Acquisition*" shall mean (A) any stock acquisition, consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such stock acquisition, consolidation, merger or reorganization in which the stockholders of the Corporation immediately prior to such stock acquisition, consolidation, merger or reorganization, continue to hold a majority of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such stock acquisition, consolidation, merger or reorganization; or (B) any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred; *provided*, that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation or any successor or indebtedness of the Corporation is cancelled or converted or a

combination thereof; and (ii) "*Asset Sale*" shall mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Corporation. Any such Acquisition or Asset Sale shall be deemed a Liquidation Event and the provisions of Section 3 above shall apply, unless the holders of a majority of the outstanding shares of Voting Common Stock elect otherwise by delivery of written notice to the Corporation prior to such event.

(c) In any Acquisition or Asset Sale, if the consideration to be received is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board on the date such determination is made.

5. NO REISSUANCE OF VOTING COMMON STOCK OR NON-CONVERTIBLE PREFERRED STOCK.

No shares of Voting Common Stock or Non-Convertible Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

V.

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law.

B. The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation), by reason of his acting as a director or officer of the Corporation (and the Corporation, in the discretion of the Board, may so indemnify a person by reason of the fact that he is or was an employee of the Corporation or is or was serving at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that such officer or director is not entitled to be indemnified. The right to indemnification and advancement of expenses on the condition specified herein conferred by this Article V shall be deemed to be a contract between the Corporation and each person referred to herein.

C. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

D. The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "*Excluded Opportunity*" is any matter, transaction or interest that is

presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Voting Common Stock or Non-Convertible Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

E. To the extent one or more sections of any other state corporations code setting forth minimum requirements for the corporation's retained earnings and/or net assets are applicable to this corporation's repurchase of shares of Common Stock, such code sections shall not apply, to the greatest extent permitted by applicable law, in whole or in part with respect to repurchases by this corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the right to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment. In the case of any such repurchases, distributions by the corporation may be made without regard to the "preferential dividends arrears amount" or any "preferential rights amount," as such terms may be defined in such other state's corporations code.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board. The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Restated Certificate.

B. Except for any vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate, the Board is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

* * * *

FIVE: This Fourth Amended and Restated Certificate of Incorporation has been duly approved by the Board of the Corporation.

SIX: This Fourth Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with

Section 228 of the DGCL. This Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, **BELLY, INC.** has caused this Fourth Amended and Restated Certificate of Incorporation to be signed by its President this 21st day of February, 2019.

BELLY, INC.

By: DocuSigned by:
Jake Kiser

Jake Kiser
President

Signature Page to Fourth Amended and Restated Certificate of Incorporation