

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM648330

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
<b>RESUBMIT DOCUMENT ID:</b>	900616937

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SimpleRisk, LLC		07/13/2020	Limited Liability Company: TEXAS

## RECEIVING PARTY DATA

<b>Name:</b>	SimpleRisk, Inc.
<b>Street Address:</b>	16602 Cordillera Drive
<b>City:</b>	Round Rock
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	78681
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Registration Number:</b>	4911826	SIMPLERISK

## CORRESPONDENCE DATA

## Fax Number:

*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.*

**Phone:** 2098787475  
**Email:** josh@simplerisk.com  
**Correspondent Name:** Josh Sokol  
**Address Line 1:** 16602 Cordillera Drive  
**Address Line 4:** Round Rock, TEXAS 78681

<b>NAME OF SUBMITTER:</b>	Joshua A. Sokol
<b>SIGNATURE:</b>	/Joshua A. Sokol/
<b>DATE SIGNED:</b>	05/20/2021

## Total Attachments: 16

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## ASSIGNMENT OF TRADEMARK

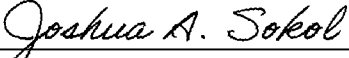
Whereas SimpleRisk, LLC of 16602 Cordillera Drive, Round Rock, TX 78681 owns trademark reg# 4911826.

Whereas SimpleRisk, LLC converted from a Texas LLC to a Delaware C-Corp in August 2020.

Whereas SimpleRisk, Inc of 16602 Cordillera Drive, Round Rock, TX 78681 is the newly formed Delaware C-Corp who desires to acquire from the Assignor all of Assignor's right, title and interest in and to the Trademark registration, together with the benefit of any use of the Trade Mark by the Assignor, and the goodwill of the business relations to the Trademark and to the wares or services associated with it, to hold unto the Assignee absolutely.

Now therefore for good and valuable consideration, the receipt, sufficiency and adequacy of which is hereby acknowledged, the Assignor and Assignee hereby agree as follows:

Trademark Assignment, the Assignor hereby transfers and assigns to the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Trademark application and/or registrations, together with (i) the benefit of any use of the Trademark by the Assignor (ii) the goodwill of the business relations to the Trademark and to the wares or services associated with it, (iii) all income, royalties and damages hereafter due or payable to Assignor with respect to the Trademark(s) to hold unto the Assignee absolutely.

  
\_\_\_\_\_  
(Signature of assignor)

July 13, 2020  
\_\_\_\_\_  
(Date of Execution)

Joshua A. Sokol, CEO  
\_\_\_\_\_  
(Name and Title of signatory if assignor is a corporation)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMPLERISK, INC." 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 THIRTEENTH DAY OF JULY, A.D. 2020.



3237624 8300

SR# 20206201104

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 203274776

Date: 07-13-20

TRADEMARK  
REEL: 007292 FRAME: 0604

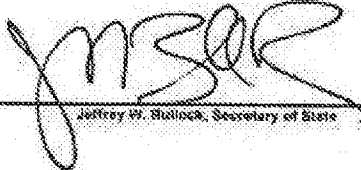
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF  
"SIMPLERISK, INC." FILED IN THIS OFFICE ON THE THIRTEENTH DAY  
OF JULY, A.D. 2020, AT 5:05 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3237624 8100F  
SR# 20206201104

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203274775

Date: 07-13-20

**TRADEMARK**  
**REEL: 007292 FRAME: 0605**

**CERTIFICATE OF INCORPORATION OF  
SIMPLERISK, INC.**

**ARTICLE I**

The name of the corporation is SimpleRisk, Inc. (the "Company").

**ARTICLE II**

The address of the Company's registered office in the State of Delaware is 16192 Coastal Highway, Lewes, Sussex County, Delaware 19958. The name of the registered agent at such address is Harvard Business Services, Inc.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or as may hereafter be amended from time to time (the "DGCL").

**ARTICLE IV**

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 15,000,000 with par value of \$0.0001 per share.

**ARTICLE V**

The name and mailing address of the incorporator are as follows:

Joshua Sokol  
16602 Cordillera Drive  
Round Rock, Texas 78681

**ARTICLE VI**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

**ARTICLE VII**

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

**ARTICLE VIII**

To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is

amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company 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 (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE IX

Except as provided in Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

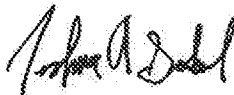
#### ARTICLE X

The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Company to the Company or the Company's stockholders, (c) any action asserting a claim against the Company arising

pursuant to any provision of the DGCL or this Company's Certificate of Incorporation or bylaws or (d) any action asserting a claim against the Company governed by the internal affairs doctrine.

\* \* \*

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation on July 10, 2020.



\_\_\_\_\_  
Joshua Sokol, Incorporator

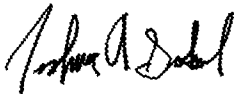


**STATE OF DELAWARE**  
**CERTIFICATE OF CONVERSION**  
**FROM A LIMITED LIABILITY COMPANY TO A CORPORATION**  
**PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL CORPORATION LAW**

1. SimpleRisk, LLC, a Texas limited liability company (the “*Company*”), was first formed on February 28, 2014.
2. The name of the Company immediately prior to the filing this Certificate of Conversion is SimpleRisk, LLC.
3. The name of the Company after conversion as set forth in the Certificate of Incorporation is SimpleRisk, Inc.

**IN WITNESS WHEREOF**, the undersigned being duly authorized to sign on behalf of the Company, has executed this Certificate of Conversion on July 10, 2020.

**SimpleRisk, LLC,**  
**(a Texas limited liability company)**

By:   
\_\_\_\_\_  
Joshua Sokol, Authorized Signatory

**CERTIFICATE OF INCORPORATION OF  
SIMPLERISK, INC.**

**ARTICLE I**

The name of the corporation is SimpleRisk, Inc. (the “**Company**”).

**ARTICLE II**

The address of the Company’s registered office in the State of Delaware is 16192 Coastal Highway, Lewes, Sussex County, Delaware 19958. The name of the registered agent at such address is Harvard Business Services, Inc.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or as may hereafter be amended from time to time (the “**DGCL**”).

**ARTICLE IV**

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 15,000,000 with par value of \$0.0001 per share.

**ARTICLE V**

The name and mailing address of the incorporator are as follows:

Joshua Sokol  
16602 Cordillera Drive  
Round Rock, Texas 78681

**ARTICLE VI**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

**ARTICLE VII**

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

**ARTICLE VIII**

To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is

amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company 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 (a “**Proceeding**”) by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE IX

Except as provided in Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

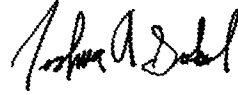
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pursuant to any provision of the DGCL or this Company's Certificate of Incorporation or bylaws or (d) any action asserting a claim against the Company governed by the internal affairs doctrine.

\* \* \*

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation on July 10, 2020.



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Joshua Sokol, Incorporator

**TITLE** Hello

**FILE NAME** 1594410157-Simple...pleRisk\_\_Inc..pdf

**DOCUMENT ID** 1265e843fff5a10ef61e5d93d4e257d904f090e9

**AUDIT TRAIL DATE FORMAT** MM / DD / YYYY

**STATUS** ✳ Completed

This document was requested on [joneskertz.cliogrow.com](http://joneskertz.cliogrow.com) and signed on [joneskertz.cliogrow.com](http://joneskertz.cliogrow.com)

Document History



**07 / 10 / 2020**  
19:43:13 UTC

Sent for signature to Josh Sokol ([josh@simplerisk.com](mailto:josh@simplerisk.com)) from [kyle@joneskertz.com](mailto:kyle@joneskertz.com)  
IP: 75.57.26.172



**07 / 13 / 2020**  
18:30:45 UTC

Viewed by Josh Sokol ([josh@simplerisk.com](mailto:josh@simplerisk.com))  
IP: 70.114.131.253



**07 / 13 / 2020**  
18:31:38 UTC

Signed by Josh Sokol ([josh@simplerisk.com](mailto:josh@simplerisk.com))  
IP: 70.114.131.253



**07 / 13 / 2020**  
18:31:38 UTC

The document has been completed.