

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM655535

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fair Harbor Clothing Inc.		04/26/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fair Harbor Clothing PBC		
<b>Street Address:</b>	6 Glenn Road		
<b>City:</b>	Larchmont		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10538		
<b>Entity Type:</b>	Public Benefit Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88889791	FAIR HARBOR	
<b>Serial Number:</b>	88889785	FAIR HARBOR	
<b>Serial Number:</b>	88889784	FAIR HARBOR	
<b>Serial Number:</b>	88889781	FAIR HARBOR	
<b>Serial Number:</b>	90621569	PROTECT THE PLACES YOU LOVE	
<b>Serial Number:</b>	90621564	PROTECT THE PLACES YOU LOVE	
<b>Serial Number:</b>	90621563	PROTECT THE PLACES YOU LOVE	
<b>Serial Number:</b>	90621562	PROTECT THE PLACES YOU LOVE	
<b>Serial Number:</b>	90342324	BREEZEKNIT	
<b>Registration Number:</b>	4994439	FAIR HARBOR	
<b>Registration Number:</b>	4994440	FAIR HARBOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9495676710		
<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>	5039434828		
<b>Email:</b>	ipprosecution@orrick.com		
<b>Correspondent Name:</b>	Kristin S. Cornuelle		
<b>Address Line 1:</b>	Orrick, Herrington & Sutcliffe		
<b>Address Line 2:</b>	2050 Main St., Suite 1100		

CH \$290.00 88889791

TRADEMARK

<b>Address Line 4:</b>	Irvine, CALIFORNIA 92614
<b>ATTORNEY DOCKET NUMBER:</b>	46910.6000
<b>NAME OF SUBMITTER:</b>	Kristin S. Cornuelle
<b>SIGNATURE:</b>	/Kristin S. Cornuelle/
<b>DATE SIGNED:</b>	06/23/2021
<b>Total Attachments: 6</b> source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page1.tif source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page2.tif source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page3.tif source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page4.tif source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page5.tif source=Fair Harbor Clothing - Amended and Restated Certificate of Incorporation - 2021.04.26#page6.tif	

# 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 "FAIR HARBOR CLOTHING INC.", CHANGING ITS NAME FROM "FAIR HARBOR CLOTHING INC." TO "FAIR HARBOR CLOTHING PBC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2021, AT 5:04 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

5672241 8100  
SR# 20211456087

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

Authentication: 203081569  
Date: 04-28-21

**TRADEMARK**  
**REEL: 007333 FRAME: 0854**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**FAIR HARBOR CLOTHING INC.**

The undersigned, Jake Danehy, hereby certifies that:

1. He is the duly elected and acting President of Fair Harbor Clothing Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on January 9, 2015.
3. This corporation elects to become a public benefit corporation.
4. Pursuant to Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, the Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

**ARTICLE I**

The name of this corporation is Fair Harbor Clothing PBC (the "Corporation").

**ARTICLE II**

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

**ARTICLE III**

The specific public benefit that the Corporation will promote is to manufacture and distribute sustainable beachwear, accessories, and other clothing that supports the goal of preserving the world's natural resources. In addition, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law as the same exists or may hereafter be amended.

**ARTICLE IV**

(A) **Classes of Stock.** The total number of shares of all classes which the Corporation is authorized to issue is 11,000,000 shares with a par value of \$0.000001 per share. The Corporation is authorized to issue two classes of stock to be designated, respectively,

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:04 PM 04/26/2021

**TRADEMARK**  
04/26/2021

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“Common Stock” and “Preferred Stock”. 10,000,000 shares shall be designated Common Stock and 1,000,000 shares shall be designated Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by this Amended and Restated Certificate of Incorporation, as amended from time to time (the “Certificate of Incorporation”). Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Delaware General Corporation Law. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law and this Certificate of Incorporation. Except as otherwise provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series (but not below the number of shares of such series then outstanding).

(C) **Common Stock.**

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon issuance of any such Preferred Stock.

2. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common

Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

3. **Liquidation Rights.** Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

4. **Redemption.** The Common Stock is not redeemable at the option of the holder.

5. **Voting Rights.** Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; *provided, however,* that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) 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 with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) or pursuant to the Delaware General Corporation Law. There shall be no cumulative voting.

#### ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

#### ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

#### ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any disinterested failure to satisfy § 365 of the Delaware General Corporation Law shall not, for the purposes of § 102(b)(7) or §145 of Title 8 of the Delaware General Corporation Law, constitute an act or omission not in good faith, or a breach of the duty of loyalty.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or

served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

### ARTICLE VIII

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, any director of the Corporation who is not 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.

\* \* \* \* \*

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed on April 26, 2021.

Jake Danehy  
Jake Danehy, President