

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM658342

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vyla LLC		05/03/2021	Limited Liability Company: COLORADO
RECEIVING PARTY DATA			
Name:	Vyla, Inc.		
Street Address:	6766 E CR 18		
City:	Johnstown		
State/Country:	COLORADO		
Postal Code:	80534		
Entity Type:	Corporation: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	88398347	VYLA	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3104033698		
Email:	gunnar.gundersen@gundersen-law.com		
Correspondent Name:	Gunnar Gundersen		
Address Line 1:	5000 Birch St., West Tower, Suite 3000		
Address Line 4:	Newport Beach, CALIFORNIA 92660		
NAME OF SUBMITTER:	Gunnar B Gundersen		
SIGNATURE:	/gunnar b gundersen/		
DATE SIGNED:	07/07/2021		
Total Attachments: 13			
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Colorado Secretary of State
 Date and Time: 05/03/2021 04:45 PM
 ID Number: 20191811731
 Document number: 20211431349
 Amount Paid: \$100.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number	<u>20191811731</u> <small>(Colorado Secretary of State ID number)</small>
Entity name or true name	<u>Vyla LLC</u>
Form of entity	<u>Limited Liability Company</u>
Jurisdiction	<u>Colorado</u>
Street address	<u>6766 E CR 18</u> <small>(Street number and name)</small>
	<u>Johnstown</u> <u>CO</u> <u>80534</u> <small>(City) (State) (ZIP/Postal Code)</small>
	<u>United States</u> <small>(Province – if applicable) (Country)</small>
Mailing address <small>(leave blank if same as street address)</small>	<u>6766 E CR 18</u> <small>(Street number and name or Post Office Box information)</small>
	<u>Johnstown</u> <u>CO</u> <u>80534</u> <small>(City) (State) (ZIP/Postal Code)</small>
	<u>United States</u> <small>(Province – if applicable) (Country)</small>

2. The entity name of the resulting entity is Vyla, Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)
3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.
4. (If applicable, adopt the following statement by marking the box and include an attachment.)
 This document contains additional information as provided by law.
5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)
 The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:
 Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is

such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

Gundersen	Gunnar	Bjorn	
(Last)	(First)	(Middle)	(Suffix)
<u>5000 Birch St.</u>			
(Street number and name or Post Office Box information)			
<u>West Tower, Suite 3000</u>			
(Street number and name or Post Office Box information)			
Newport Beach	CA	92660	
(City)	(State)	(ZIP/Postal Code)	
	<u>United States</u>		
(Province – if applicable)	(Country)		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation
 filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

Vyla, Inc.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address 6766 E CR 18
(Street number and name)

Johnstown CO 80534
(City) (State) (ZIP/Postal Code)

United States
(Country)

Mailing address 6766 E CR 18
(leave blank if same as street address) (Street number and name or Post Office Box information)

Johnstown CO 80534
(City) (State) (ZIP/Postal Code)

United States
(Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
(if an individual)

(Last) (First) (Middle) (Suffix)

or

(if an entity) Total Dairy Solutions US LLC
(Caution: Do not provide both an individual and an entity name.)

Street address 6766 East County Road 18
(Street number and name)

Johnstown CO 80537
(City) (State) (ZIP/Postal Code)

Mailing address _____
(leave blank if same as street address) (Street number and name or Post Office Box information)

_____ CO _____
(City) (State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Taylor Tim
(Last) (First) (Middle) (Suffix)

or

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Mailing address 6766 East County Road 18
(Street number and name or Post Office Box information)
5000 Birch St.
Johnstown CO 80537
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

The corporation is authorized to issue _____ common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Gundersen</u>	<u>Gunnar</u>	<u>Bjorn</u>	<u></u>
(Last)	(First)	(Middle)	(Suffix)
<u>5000 Birch St.</u>			
(Street number and name or Post Office Box information)			
<u>West Tower, Suite 3000</u>			
<u>Newport Beach</u>	<u>CA</u>	<u>92660</u>	<u></u>
(City)	(State)	(ZIP/Postal Code)	
<u></u>	<u>United States</u>	<u></u>	<u></u>
(Province – if applicable)	(Country)		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ARTICLES OF INCORPORATION
OF
VYLA, INC.**

Pursuant to the applicable provisions of Section 7-102-101 and Section 7-102-102 of the Colorado Revised Statutes ("CRS"), the undersigned incorporator, hereby adopts these Articles of Incorporation on behalf of the Corporation.

**ARTICLE I
NAME.**

The name of this Corporation is "Vyla, Inc." (the "Corporation").

**ARTICLE II
PURPOSES AND POWERS.**

1. Purposes. Except as may otherwise be restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Colorado Business Corporation Act.
2. General Powers. Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights to which a corporation may exercise legally pursuant to the Colorado Business Corporation Act in force as of the filing date of these Articles of Incorporation.
3. Duration. The Corporation shall have the power to exist in perpetuity, from and after the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Colorado unless otherwise dissolved by the shareholders (as provided hereinbelow) or by operation of law.

**ARTICLE III
CAPITAL STOCK**

The number of shares which the Corporation shall have authority to issue is Two Hundred Fifty Million (250,000,000) shares of common stock and Ten Million (10,000,000) shares of blank check preferred stock. The shares of common stock of this Corporation shall have authority to vote and shall have a par value of \$0.0001 per share. The shares of blank check preferred stock the Corporation shall have a par value of \$0.0001 per share. The blank check preferred stock may be issued from time to time and in one or more series. The Board of Directors of the Corporation is authorized to determine or alter the powers, preferences and rights, and the qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of blank check preferred stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of blank check preferred stock, to increase or decrease (but not below the number of shares of any such series of preferred stock then outstanding) the number of shares of any such series of blank check preferred stock, and to fix the number of shares of any series of blank check

preferred stock. In the event that the number of shares of any series of blank check preferred stock shall be so decreased, the shares constituting such decrease shall resume the status which such shares had prior to the adoption of the resolution originally fixing the number of shares of such series of blank check preferred stock subject to the requirements of applicable law.

ARTICLE IV DIRECTORS AND OFFICERS.

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 may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1 nor more than 5.

2. Limitation of Liability. The liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the CRS. If the CRS is amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the CRS, as so amended from time to time.

3. Payment of Expenses. In addition to any other rights of indemnification permitted by the laws of the State of Colorado or as may be provided for by the Corporation in its bylaws or by agreement, the expenses of officers and directors incurred in defending any threatened, pending, or completed action, suit, or proceeding (including without limitation, an action, suit, or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, or investigative, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the Corporation or member, manager, or managing member of a predecessor limited liability company or affiliate of such limited liability company or while serving in any capacity at the request of the Corporation as a director, officer, employee, agent, member, manager, managing member, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, or other enterprise, shall be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. To the extent that an officer or director is successful on the merits in defense of any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, the Corporation shall indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense. Notwithstanding anything to the contrary contained herein or in the bylaws, no director or officer may be indemnified for expenses incurred in defending any threatened, pending, or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, that such director or officer incurred in his or her capacity as a stockholder.

4. Maximum Powers to Board Members. Unless expressly prohibited by law or unless otherwise provided herein to the contrary, the Board of Directors may engage in any lawful conduct and any conduct not prohibited by state law, including as authorized by the bylaws, and unless otherwise provided by law, without shareholder approval or shareholder vote, and with or without advance notice to the shareholders, including without limitation to:

make, alter, alter or amend the articles of incorporation or the bylaws of the Corporation, including (a) changing the number of authorized shares; (b) initiating a forward or a reverse split, provided that it is approved by the majority vote of shareholders entitled to vote, (c) changing the par value of any class or series of stock, (d) merger or (e) share exchange;

fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation;

from time-to-time, determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the original or duplicates stock ledger), or any of them, shall be open to inspection of stockholders, and no stockholder shall have any right of inspection any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors;

indemnify any person who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, except and action by or in the right of the Corporation, by reason of the fact the he is or was an officer, director, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. To indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation (derivative actions) to procure a judgment in its favor by reason of the fact the he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably believed to be in or not opposed to the best interest of the Corporation. No officer, director, employee or agent of the Corporation may be indemnified in a derivative action for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals, to be

liable to the Corporation or for the amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such expenses as the court deems proper;

furnish indemnification of an officer or director, by majority vote of a quorum of directors who were not parties to the act, suit or proceeding.

This Corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute

5. Initial Director. The initial director of the Corporation following its incorporation is: Tim Taylor.
6. Initial Officers. The initial officer of the Corporation following its incorporation is Tim Taylor, who will serve (unless or until otherwise determined by the Board or the shareholders) as the Corporation's President, Chief Executive Officer, Secretary, Treasurer, and Chief Financial Officer.

ARTICLE V SHAREHOLDER ACTION WITHOUT A MEETING

Unless these Articles of Incorporation require that such action be taken at a shareholders' meeting, any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if: (a) all of the shareholders entitled to vote thereon consent to such action in writing; or (b) the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT.

The Corporation's initial street address of the registered office is 6766 East County Road 18, Johnstown, CO, 80537, United States. The name of the registered agent at such address is Total Dairy Solutions US LLC. Either the registered office or the registered agent may be changed in the manner permitted by law.

Acceptance of Appointment by Registered Agent. 6766 East County Road 18, Johnstown, CO, 80537, United States does hereby accept its appointment as the Corporation's initial registered agent.

**ARTICLE VII
LIMITATION OF LIABILITY OF DIRECTORS
TO CORPORATION AND SHAREHOLDERS.**

No director shall be liable to the Corporation or any shareholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under the CRS Section 7-108-402 or any amendment thereto or successor provision thereto; (b) shall have breached the director's duty of loyalty to the Corporation or its shareholders; c) shall have not acted in good faith or, in failing to act, shall not have acted in good faith; (d) shall have acted or failed to act in a manner involving intentional misconduct or a knowing violation of law; or (e) shall have derived an improper personal benefit. Neither the amendment nor repeal of this article, nor the adoption of any provision in these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the effect of this article in respect of any matter occurring prior to such amendment, repeal, or adoption of an inconsistent provision. This article shall apply to the full extent now permitted by the CRS or as may be permitted in the future by changes or enactments in the CRS, including without limitation Section 7-109-102 and/or Section 7-109-103.

IN WITNESS WHEREOF, I, Tim Taylor, am authorized and empowered to act on behalf of the Corporation on this Monday, May 3, 2021.

**VYLA, INC.,
a Colorado corporation**

/s/ Tim Taylor

By: Tim Taylor

Its: Chief Executive Officer

Address: 6766 East County Road 18, Johnstown, CO, 80537, United States

Telephone: +1 424 532 5330

**CERTIFICATE OF INCUMBENCY
AND CORPORATE AUTHORITY**

**To: The Secretary of State
The State of Colorado**
Suite 200
1700 Broadway
Denver, Colorado 80290

From: Tim Taylor, Chief Executive Officer
Vyla, Inc.
6766 East County Road 18, Johnstown, CO, 80537

The undersigned, being the President of Vyla, Inc., hereby certifies to the Secretary of State of the State of Colorado, as follows:

1. I am the duly appointed Chief Executive Officer of Vyla, Inc. (“Corporation”).
2. Vyla, Inc. is a corporation duly organized and in good standing under the laws of the State of Colorado.
3. Pursuant to Vyla, Inc.’s governing documents, as currently in full force and effect, I am the person (“Authorized Representative”) who has been duly designated and appointed to the position indicated by my name, I continue to hold the indicated position at this time, and the signature set forth below by my name is my genuine signature.
4. I have the power and authority to execute this Certificate on behalf of Vyla, Inc.
5. The State of Colorado may rely on this Certificate and on the authorization of my authority until this Certificate is rescinded by Vyla, Inc.’s Board of Directors or shareholders or until the Corporation is dissolved by a plan of reorganization or by operation of law.

IN WITNESS WHEREOF, the undersigned duly executes this Certificate and affixes his signature hereto as of the date first above written.

VYLA, INC.,
a Colorado corporation

/s/ Tim Taylor

By: Tim Taylor
Its: Chief Executive Officer
Dated: May 3, 2021

**CERTIFICATE OF INCUMBENCY
AND CORPORATE AUTHORITY**

**To: The Secretary of State
The State of Colorado**
Suite 200
1700 Broadway
Denver, Colorado 80290

From: Tim Taylor
Chief Executive Officer
Vyla, Inc.
6766 East County Road 18, Johnstown, CO, 80537

The undersigned, being the Chief Executive Officer of Vyla, Inc., hereby certifies to the Secretary of State of the State of Colorado, as follows:

1. I am the duly appointed Chief Executive Officer of Vyla, Inc. (“Corporation”).
2. Vyla, Inc. is a Corporation duly organized and in good standing under the laws of the State of Colorado.
3. Pursuant to Vyla, Inc.’s governing documents, as currently in full force and effect, I am the person (“Authorized Representative”) who has been duly designated and appointed to the position indicated by my name, I continue to hold the indicated position at this time, and the signature set forth below by my name is my genuine signature.
4. I have been given authority by Vyla, Inc.’s Board of Directors to act on behalf of and to bind with respect to filing as the Incorporator of Vyla, Inc. with the Secretary of State of the State of Colorado to which this Certificate is annexed, and in any amendments or exhibits thereto.
5. I have the power and authority to execute this Certificate on behalf of Vyla, Inc.
6. The State of Colorado may rely on this Certificate and on the authorization of my authority until this Certificate is rescinded by Vyla, Inc’s Board of Directors or shareholders or until the Corporation is dissolved by a plan of reorganization or by operation of law.

IN WITNESS WHEREOF, the undersigned duly executes this Certificate and affixes his signature hereto as of the date first above written.

**VYLA, INC.,
a Colorado corporation**

/s/ Tim Taylor

By: Tim Taylor

Its: Chief Executive Officer
Dated: May 3, 2021