

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM659781

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Drake's Organic Spirits, LLC		12/31/2020	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	Drake's Organic Spirits, Inc.		
Street Address:	601 Carlson Parkway		
Internal Address:	Suite 400		
City:	Minnetonka		
State/Country:	MINNESOTA		
Postal Code:	55305		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	90152209	DRAKE'S ORGANIC BOXTAILS	
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:	612-823-4427		
Email:	carl@clawoffice.com		
Correspondent Name:	Carl E. Christensen		
Address Line 1:	800 Washington Ave N., Ste. 704		
Address Line 4:	Minneapolis, MINNESOTA 55401		
NAME OF SUBMITTER:	Carl E. Christensen		
SIGNATURE:	/Carl E. Christensen/		
DATE SIGNED:	07/13/2021		
Total Attachments: 9			
source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020 4838-9499-7461#page1.tif			
source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020 4838-9499-7461#page2.tif			
source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020			

OP \$40.00 90152209

4838-9499-7461#page3.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page4.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page5.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page6.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page7.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page8.tif

source=Drake's Organic Spirits LLC - Certificate of Conversion as filed 12-30-2020 effective 12-31-2020

4838-9499-7461#page9.tif

Office of the Minnesota Secretary of State Certificate of Conversion

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 322C

Home Jurisdiction and Name of Converting Entity:

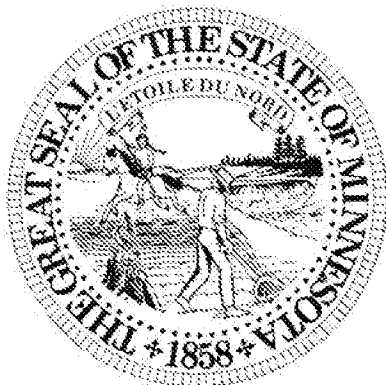
Minnesota: Drake's Organic Spirits, LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter:
302A

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: Drake's Organic Spirits, Inc.

This Certificate has been issued on: 12/30/2020



A handwritten signature in black ink that reads "Steve Simon". The signature is written in a cursive, flowing style.

Steve Simon
Secretary of State
State of Minnesota



**ARTICLES OF CONVERSION OF
DRAKE'S ORGANIC SPIRITS, LLC
INTO
DRAKE'S ORGANIC SPIRITS, INC.**

*Pursuant to Section 322C.1007 of the Minnesota Revised Uniform Limited Liability Company Act
and
302A.682 of the Minnesota Business Corporation Act*

These Articles of Conversion are being submitted for filing with the Minnesota Secretary of State for the purpose of converting Drake's Organic Spirits, LLC, a Minnesota limited liability company organized under the Minnesota Revised Uniform Limited Liability Company Act (the "Converting Organization"), into a Minnesota corporation under the name "Drake's Organic Spirits, Inc." (the "Converted Organization"). The undersigned, being duly authorized to execute and file these Articles of Conversion, does hereby certify as follows:

1. The name of the Converting Organization is Drake's Organic Spirits, LLC.
2. Upon the effectiveness of these Articles of Conversion, the name of the Converted Organization will be Drake's Organic Spirits, Inc.
3. The Converted Organization will be a Minnesota corporation governed by the Minnesota Business Corporation Act.
4. The Plan of Conversion, in a form required by Section 322C.1007, Subd. 2 of the Minnesota Revised Uniform Limited Liability Company Act and Section 302A.682, Subd. 2 of the Minnesota Business Corporation Act, is attached to these Articles of Conversion as Exhibit A (the "Plan of Conversion") and is hereby made a part of these Articles of Conversion.
5. The conversion contemplated by these Articles of Conversion has been approved as required by the Minnesota Revised Uniform Limited Liability Company Act and the Minnesota Business Corporation Act.
6. The Articles of Incorporation of the Converted Entity shall be those attached as Schedule I to the Plan of Conversion.
7. These Articles of Conversion shall be effective upon at 11:59 p.m. prevailing Central time on December 31, 2020 or, if later, upon filing with the Minnesota Secretary of State.

DRAKE'S ORGANIC SPIRITS, LLC

Mark D. Anderson, Chief Manager/CEO

EXHIBIT A

**PLAN OF CONVERSION OF
DRAKE'S ORGANIC SPIRITS, LLC
INTO
DRAKE'S ORGANIC SPIRITS, INC.**

*Pursuant to Section 322C.1007 of the Minnesota Revised Uniform Limited Liability Company Act
and
302A.682 of the Minnesota Business Corporation Act*

1. The name of the converting organization is Drake's Organic Spirits, LLC (the "Converting Organization").
2. The Converting Organization is a Minnesota limited liability company.
3. The name of the converted organization is Drake's Organic Spirits, Inc. (the "Converted Organization").
4. The Converted Organization is a Minnesota corporation.
5. Upon the conversion of the Converting Organization from a limited liability company into a corporation, except as set forth in Section 6 immediately below, all outstanding membership interests of the Converting Organization shall convert into shares of Class A Common Stock, par value \$0.001 per share, of the Converted Organization such that each unit of membership interest shall convert into 1 share of Class A Common Stock.
6. Upon the conversion of the Converting Organization from a limited liability company into a corporation, all outstanding membership interests of the Converting Organization designated as "profits interests" (as such term is used in the Converting Organization's operating agreement) shall convert into shares of Class A Common Stock and/or Class B Common Stock, par value \$0.001 per share in each instance, of the Converted Organization according to their "Benchmark Amount" (as such term is defined in the Converting Organization's operating agreement) as follows, rounded in each case to the nearest whole share:

Benchmark Amount	Conversion Ratio (Profit Interest Units to Class A Common Shares)	Conversion Formula (Profit Interest Units to Class B Common Shares)
\$300,000	1 for 0.99122	# of such Units minus # of Shares of Class A Common Stock Received, all divided by 10,000
\$15,025,500	1 for 0.58231	# of such Units minus # of Shares of Class A Common Stock Received, all divided by 10,000

Benchmark Amount	Conversion Ratio (Profit Interest Units to Class A Common Shares)	Conversion Formula (Profit Interest Units to Class B Common Shares)
\$20,000,000	1 for 0.45357	# of such Units minus # of Shares of Class A Common Stock Received, all divided by 10,000
\$32,000,000	1 for 0.14974	# of such Units minus # of Shares of Class A Common Stock Received, all divided by 10,000
\$38,000,000	1 for 0	# of such Units minus # of Shares of Class A Common Stock Received, all divided by 10,000

7. Upon the conversion of the Converting Organization from a limited liability company into a corporation, the Converting Organization's operating agreement shall be deemed terminated and of no further force and effect, including, without limitation, with respect to the transfer and right of first refusal provisions set forth therein; *provided, however*, that the provisions of the operating agreement that by their context are intended to survive the termination thereof will survive the conversion, including, without limitation, with respect to any confidentiality and indemnification obligations set forth therein.

8. Upon the conversion of the Converting Organization from a limited liability company into a corporation, any outstanding warrants and options to purchase membership interests of the Converting Organization shall, with the consent of the holders thereof, be deemed warrants and options to purchase shares of Class A common stock, par value \$0.001 per share, of the Converted Organization.

9. Upon the conversion of the Converting Organization from a limited liability company into a corporation, the members of the Board of Governors of the Converting Organization shall become the directors of the Converted Organization.

10. A copy of the Articles of Incorporation of the Converted Organization is attached to this Plan of Conversion as Schedule I.

* * *

SCHEDULE I

ARTICLES OF INCORPORATION OF DRAKE'S ORGANIC SPIRITS, INC.

Article 1 Name

The name of this corporation (the "Corporation") is: Drake's Organic Spirits, Inc.

Article 2 Registered Office

The Corporation's registered office is located at:

601 Carlson Parkway, Suite 400
Minnetonka, MN 55356

Article 3 Capital

3.1 The Corporation is authorized to issue an aggregate of 100,000,000 shares of capital stock, and unless otherwise specifically so designated upon issuance, all shares of capital issued by the Corporation shall be Class A Common Stock, par value of \$0.001 per share ("Class A Common Stock"), provided that an aggregate of 350 shares shall be designated as Class B Common Stock, par value \$0.001 per share ("Class B Common Stock", and collectively with Class A Common Stock, "Common Stock"). Each share of the Class A Common Stock shall be entitled to one vote on all matters requiring a vote of the Corporation's shareholders, and each share of the Class B Common Stock shall be entitled to 10,000 votes on all matters requiring a vote of the Corporation's shareholders.

3.2 In addition to any and all powers conferred upon the Corporation's board of directors by the laws of the State of Minnesota, the board of directors shall have the authority to establish by resolution more than one class or series of Common stock, common or preferred, and to fix the relative rights, restrictions and preferences of any such different classes or series, and to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversions of the Corporation's outstanding shares.

3.3 The board of directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any permitted class or classes, the authority to issue options to purchase or subscribe for shares of stock of any permitted class or classes, and the authority to issue share-purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights may be transferable or nontransferable and separable or inseparable from the Corporation's other securities. The board of directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option price or prices at which shares may be subscribed for or purchased.

Article 4 Shareholder Rights

4.1 Unless otherwise specified in the board resolutions establishing a class or series of preferred stock, no shareholder of the Corporation shall have any preemptive rights.

4.2 Unless otherwise specified in the board resolutions establishing a class or series of preferred stock, no shareholder of the Corporation shall have any cumulative-voting rights.

4.3 Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action of the shareholders signed by shareholders holding the voting power that would be required to take the same action at a meeting at which all shareholders were present.

Article 5 Written Action by Less Than All Directors

Any action required or permitted to be taken at a meeting of the board of directors, other than an action requiring shareholder approval, may be taken by written action of the board of directors if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

Article 6 Limited Liability of Directors

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Amendments or repeals of this Article 6 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 7 Indemnification

7.1 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 this Article 7, 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.

7.2 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, 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 7, applicable law, or otherwise.

7.3 If a claim for indemnification or advancement of expenses under this Article 7 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.

7.4 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.

7.5 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.

7.6 The rights conferred on any person by this Article 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, the bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

7.7 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.

7.8 The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, 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 7; 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 7.



William M. Mower, *Incorporator*
90 South 7th Street, Suite 3300
Minneapolis, MN 55402

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

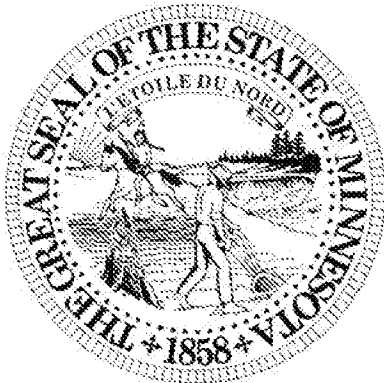
The business entity is now legally registered under the laws of Minnesota.

Name: Drake's Organic Spirits, Inc.

File Number: 1205082900059

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 12/30/2020



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota



Work Item 1205082900059
Original File Number 1205082900059

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
12/30/2020 11:59 PM

Steve Simon

Steve Simon
Secretary of State