

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM664882

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900629277

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brandlive Inc.		04/05/2021	Corporation: OREGON

RECEIVING PARTY DATA

Name:	Brandlive Inc.
Street Address:	3303 N Mississippi Ave, Suite 200
City:	Portland
State/Country:	OREGON
Postal Code:	97227
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	5331827	BRANDLIVE
Registration Number:	4509491	BRANDLIVE
Registration Number:	4405968	BRANDLIVE
Serial Number:	90070306	BRANDLIVE
Serial Number:	90094683	BRANDLIVE
Serial Number:	90094696	
Serial Number:	90119787	ALLHANDS
Serial Number:	90119772	
Serial Number:	90175444	GREENROOM
Serial Number:	90175463	SHOWROOMS
Serial Number:	90514702	BRANDLIVE
Registration Number:	5095050	GREENROOM

CORRESPONDENCE DATA

Fax Number: 9712794549

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: 5039941650

Email: chelsea@kolitchromano.com

Correspondent Name: Thomas J. Romano
Address Line 1: 520 SW Yamhill St., Suite 200
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER: BLI222

NAME OF SUBMITTER: Thomas J. Romano

SIGNATURE: /Thomas J. Romano/

DATE SIGNED: 08/04/2021

Total Attachments: 3

source=20210412_Articles_of_Conversion_Brandlive_Inc__ - OR_Corp_to_DE_Corp - BLI222#page1.tif

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69382894-22086470

BRANDLIVE INC.

CNV

Registry No. 693828-94

ARTICLES OF CONVERSION
for
BRANDLIVE INC.

Brandlive Inc., an Oregon corporation (the "Company"), files these Articles of Conversion as follows:

1. The current name of the Company is **Brandlive Inc.**, and it is an Oregon corporation (the "Current Entity"), Oregon registry number: 693828-94.
2. The name of the Corporation after conversion is **Brandlive Inc.**, and it will be a Delaware corporation (the "New Entity").
3. The shareholders approved the attached plan of conversion effective April 5, 2021 and submitted the plan of conversion to a vote of the shareholders. Out of the 39,772,796 shares eligible to vote, 32,119,713 shares approved the plan of conversion.
4. Pursuant to the General Corporation Law of Delaware, a Certificate of Conversion and a Certificate of Incorporation were filed with the Secretary of State of Delaware on April 5, 2021.
5. An Application for Authority to Transact Business in Oregon is being filed coincident to these Articles of Conversion.
6. A copy of the plan of conversion is on file at 600 NW Naito Parkway, Suite G, Portland, OR 97209. A copy of the plan of conversion will be provided upon request to any owner, member, or shareholder at no cost.

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of the person, any officers, employees, agents, members, or managers of the limited liability company. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

SIGNED by a duly appointed officer of the Company on April 5, 2021.

SIGNED: _____

Name: Sam Kolbert-Hyle
Title: President

69382894

**PLAN OF CONVERSION
BRANDLIVE INC.**

The shareholders of Brandlive Inc., an Oregon corporation (the "Company"), in a separate resolution, approve this Plan of Conversion (the "Plan") for the conversion of the Company into a stock corporation under the General Company Law of the state of Delaware.

1. The Company is presently an Oregon corporation in good standing, with the name "Brandlive Inc." (the "Converting Entity").
2. Subsequent to conversion, the Company shall be a Delaware corporation with the name "Brandlive Inc." (the "New Entity").
3. All capital stock in the Converting Entity shall be converted into shares of the New Entity as follows:
 - (a) Of the **56,130,074** authorized shares of Common Stock, **24,527,442** shares of Common Stock shall be issued to the shareholders of the Converting Entity or allocated to the Company's incentive equity plan.
 - (b) Of the **8,972,542** authorized shares Series A Preferred Stock, **8,972,542** shares of Series A Preferred Stock shall be issued to the members of the Converting Entity.
 - (c) Of the **11,034,509** authorized shares of Series A-1 Preferred Stock, **11,034,509** shares of Series A-1 Preferred Stock shall be issued to the members of the Converting Entity.
 - (d) Each share of the Converting Entity's capital stock shall be converted 1:1 into the respective shares of the New Entity.
4. The initial directors of the New Entity shall be Sam Kolbert-Hyle, Stephen Marsh, and Luna Dai.
5. The initial President and Secretary of the New Entity shall be Sam Kolbert-Hyle.
6. Any other matters that may arise shall be handled in a way that ensures that the status quo of the Converting Entity is maintained to the fullest extent possible after conversion to the New Entity.



Application for Authority to Transact Business - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

Check the appropriate box below:

[X] FOREIGN BUSINESS CORPORATION (Complete only 1, 2, 3, 4, 5, 6, 7, 8, 9, 11)

[] FOREIGN PROFESSIONAL CORPORATION (Complete all items)

REGISTRY NUMBER: 69382894 For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: Brandlive Inc.

NOTE: Must be identical to the name of record in home jurisdiction.

2) REGISTRY NUMBER IN HOME JURISDICTION

OR: CERTIFICATE OF EXISTENCE [X] (ATTACHED)

(Please provide a web-verifiable registry number from the entity's home jurisdiction. Certain states, such as Delaware and New Jersey, do not provide status information online. Entities from such places must instead attach an official certificate of existence, current within 60 days of delivery to this office.)

8) ADDRESS FOR MAILING NOTICES:

3303 N Mississippi Ave Ste 200 Portland, OR 97227

3) DATE OF INCORPORATION: April 5, 2021 DURATION, IF NOT PERPETUAL:

9) NAME AND ADDRESS OF PRESIDENT AND SECRETARY:

President: Sam Kolbert-Hyle

4) STATE OR COUNTRY OF ORGANIZATION: Delaware

Address: 3303 N Mississippi Ave Ste 200 Portland, OR 97227

5) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS: (Address, city, state, zip)

3303 N Mississippi Ave Ste 200 Portland, OR 97227

Secretary: Sam Kolbert-Hyle

Address: 3303 N Mississippi Ave Ste 200 Portland, OR 97227

6) NAME OF OREGON REGISTERED AGENT: Immix Services Inc

PROFESSIONAL CORPORATION ONLY

7) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS: (Must be an Oregon Street Address which is identical to the registered agent's business office.)

600 NW Naito Parkway Suite G Portland, OR 97209

10) PROFESSIONAL/BUSINESS SERVICES: (List professional service(s) and other business services, if applicable, to be rendered.)

11) EXECUTION: (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

[Handwritten Signature]

Printed Name:

Sam Kolbert-Hyle

Title:

President

CONTACT NAME: (To resolve questions with this filing.)

Erik Swanson

PHONE NUMBER: (Please include area code.)

503-802-5533

Table with 1 column: FEES. Row 1: Required Processing Fee \$275. Row 2: Processing Fees are nonrefundable. Please make check payable to "Corporation Division." Row 3: Free copies are available at sos.oregon.gov/business, using the Business Name Search program.