

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM705045

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Certified Power, LLC		12/28/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Certified Power, Inc.		
Street Address:	One Independent Drive, Ste. 3207		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32202		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	5742479	FSC FLUID SYSTEM COMPONENTS	
Registration Number:	5751788	CPT CERTIFIED POWERTRAIN	
Registration Number:	5661747	CERTIFIED POWER SOLUTIONS	
Registration Number:	5292070	THE POWER TO MOVE	
Registration Number:	5481349	CERTIFIED POWER INC.	
Registration Number:	5197969	CERTIFIED POWER	
Registration Number:	5649473	CPS CERTIFIED POWER SOLUTIONS	
Registration Number:	5375633	THE POWER TO MOVE	
Serial Number:	88186967	CPS CERTIFIED POWER SOLUTIONS	
Serial Number:	88186973	CERTIFIED POWER SOLUTIONS	
Serial Number:	87586235	CERTIFIED CIRUS CONTROL SYSTEMS	
Serial Number:	87586228	CERTIFIED CIRUS CONTROL SYSTEMS	
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:	800-494-5225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Stewart Walsh		

OP \$315.00 5742479

Address Line 1: 1025 Connecticut Ave NW, Suite 712
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER: 1579990 TM

NAME OF SUBMITTER: David C. Lee

SIGNATURE: /David C. Lee/

DATE SIGNED: 01/27/2022

Total Attachments: 12

source=1579990 Trademark filing#page1.tif
source=1579990 Trademark filing#page2.tif
source=1579990 Trademark filing#page3.tif
source=1579990 Trademark filing#page4.tif
source=1579990 Trademark filing#page5.tif
source=1579990 Trademark filing#page6.tif
source=1579990 Trademark filing#page7.tif
source=1579990 Trademark filing#page8.tif
source=1579990 Trademark filing#page9.tif
source=1579990 Trademark filing#page10.tif
source=1579990 Trademark filing#page11.tif
source=1579990 Trademark filing#page12.tif

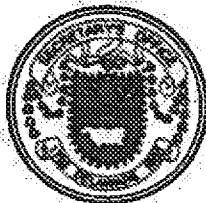
Delaware

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 CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "CERTIFIED POWER, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CERTIFIED POWER, LLC" TO "CERTIFIED POWER, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2021, AT 10:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2022.



6154906 8100V
SR# 20214242856

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 205107448
Date: 12-29-21

TRADEMARK
REEL: 007570 FRAME: 0475

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:16 PM 12/28/2021
FILED 10:20 PM 12/28/2021
SR 20214242856 - File Number 6154906

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.) This Certificate of Conversion is to be effective as of January 1, 2022.
- 2.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 3.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 4.) The date the Limited Liability Company first formed is August 10, 2021.
- 5.) The name of the Limited Liability Company immediately prior to filing this Certificate is Certified Power, LLC.
- 6.) The name of the Corporation as set forth in the Certificate of Incorporation is Certified Power, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 28th day of December, A.D. 2021.

By: /s/ Chad Trinkner

Name: Chad Trinkner
Print or Type

Title: President and CEO of CPGH Holdings, Inc., the sole member
Print or Type

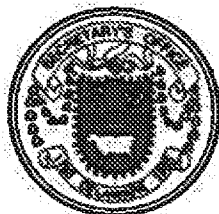
Delaware

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 "CERTIFIED POWER, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2021, AT 10:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2022.

Handwritten signature of Jeffrey W. Bullock, Secretary of State of Delaware, written in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

6154906 8100V
SR# 20214242856

Authentication: 205107448
Date: 12-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 007570 FRAME: 0477

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:16 PM 12/28/2021
FILED 10:20 PM 12/28/2021
SR 20214242856 - File Number 6154996

**CERTIFICATE OF INCORPORATION
OF
CERTIFIED POWER, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended from time to time (the "DGCL"), hereby adopts the following Certificate of Incorporation for such corporation:

**ARTICLE I
EFFECTIVE DATE**

This Certificate of Incorporation is to be effective as of January 1, 2022.

**ARTICLE II
NAME**

The name of the corporation is Certified Power, Inc. (the "*Corporation*").

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808, and the name of the Corporation's initial registered agent at such address is Corporation Service Company.

**ARTICLE V
CAPITALIZATION**

The total number of shares of capital stock that the Corporation is authorized to issue is 5,000 shares, all of which shares shall be common stock having no par value.

ARTICLE VI
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Chloe Sykes	c/o Akin Gump Strauss Hauer & Feld LLP 2001 K St NW Washington, DC 20006

ARTICLE VII
DIRECTORS

Section 7.1 Initial Directors. Upon the filing of this Certificate, the powers of the incorporator shall terminate. The name and mailing address of the people who are to serve as the initial directors until the first annual meeting of stockholders of the Corporation and such directors' successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John D. Baker, II	One Independent Drive, Suite 3207 Jacksonville, Florida 32202
F. Russell Beard, Jr.	One Independent Drive, Suite 3207 Jacksonville, Florida 32202
Michael W. Cooper, Jr.	One Independent Drive, Suite 3207 Jacksonville, Florida 32202

Section 7.2 Election. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

ARTICLE VIII
LIMITATION OF DIRECTOR LIABILITY;
INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 8.1 Limitation of Director Liability. To the fullest extent that the DGCL or any other law of the State of Delaware as the same exists or is hereafter amended permits the limitation or elimination of the liability of directors, no person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or amendment of this Section 7.1 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of

this Certificate inconsistent with this Section 7.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.2 Indemnification and Advancement of Expenses.

(a) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who is or was made a party or is threatened to be made a party to or is otherwise involved in 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 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, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (an "*indemnitee*"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection with such proceeding. The right to indemnification conferred by this Section 7.2 shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition; provided, however, that, if the DGCL requires, an advancement of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnitee is not entitled to be indemnified for the expenses under this Section 7.2 or otherwise. The rights to indemnification and advancement of expenses conferred by this Section 7.2 shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. Notwithstanding the foregoing provisions of this Section 7.2, except for proceedings to enforce rights to indemnification and advancement of expenses, the Corporation shall indemnify and advance expenses to an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board.

(b) The rights to indemnification and advancement of expenses conferred on any indemnitee by this Section 7.2 shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law, this Certificate, the By-Laws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(c) Any repeal or amendment of this Section 7.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 7.2, shall, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification

rights on a retroactive basis than permitted prior thereto), and shall not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 7.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

ARTICLE IX BY-LAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the By-Laws of the Corporation. The By-Laws also may be adopted, amended, altered or repealed by the stockholders.

ARTICLE X AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by this Certificate and the DGCL; and except as set forth in ARTICLE VII, all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE XI WAIVERS

The Corporation shall not be governed by or subject to Section 203 of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused this Certificate of Incorporation to be duly executed as of December 28, 2021.

/s/ Chloe Sykes

Chloe Sykes, Incorporator

CERTIFIED POWER, LLC
970 Campus Drive
Mundelein, IL 60060
847-573-3800

CONSENT FOR USE OF NAME

BY

CERTIFIED POWER, LLC

The undersigned, CERTIFIED POWER, LLC, a Delaware Limited Liability Company does hereby consent to the use of the name and the registration with the Secretary of State of the State of Delaware of CERTIFIED POWER, INC., a corporation to be formed under the laws of the State of Delaware.

This consent is effective as of December 31, 2021.

CERTIFIED POWER, LLC

/s/ Chad Trinkner

Name: Chad Trinkner

Title: President and Chief Executive Officer

Executed: December 28, 2021

U.S. FEDERAL TRADEMARKS

Mark	Serial No.	Application Date	Registration No.	Registration Date	Status of Mark	Owner/Applicant	Lien Information
CPS CERTIFIED POWER SOLUTIONS	88186967	11/8/18	N/A	N/A	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844
CERTIFIED POWER SOLUTIONS	88186973	11/8/18	N/A	N/A	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844
FSC FLUID SYSTEM COMPONENTS	87586182	8/28/17	5742479	5/7/19	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844
CERTIFIED CIRUS CONTROL SYSTEMS	87586235	8/28/17	N/A	N/A	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844
CERTIFIED CIRUS CONTROL SYSTEMS	87586228	8/28/17	N/A	N/A	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844

Mark	Serial No.	Application Date	Registration No.	Registration Date	Status of Mark	Owner/Applicant	Legal Information
CPT CERTIFIED POWERTRAIN	87328880	2/8/17	5751788	5/14/19	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Agent Dated: 10/4/19 Recorded: 10/4/19 Reel/Frame: 6764/0343
CERTIFIED POWER SOLUTIONS	86664583	6/16/15	5661747	1/22/19	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Agent Dated: 10/4/19 Recorded: 10/4/19 Reel/Frame: 6764/0343
THE POWER TO MOVE	86982896	3/16/15	5292070	9/19/17	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844
CERTIFIED POWER INC.	86584555	4/1/15	5481349	5/29/18	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Signed: 1/15/16 Recorded: 1/15/16 Reel/Frame: 5710/0557
CERTIFIED POWER	86565836	3/16/15	5197969	5/9/17	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Signed: 1/15/16 Recorded: 1/15/16 Reel/Frame: 5710/0557
CPS CERTIFIED POWER SOLUTIONS	86565839	3/16/15	5649473	1/8/19	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844

Mark	Serial No.	Application Date	Registration No.	Registration Date	Status of Mark	Owner/Applicant	Lien Information
THE POWER TO MOVE	86565841	3/16/15	5375633	1/9/18	Registered	Certified Power, LLC	Security Interest: Antares Capital LP, as Administrative Agent Dated: 12/21/18 Recorded: 12/21/18 Reel/Frame: 6506/0844

TRADEMARK

REEL: 007570 FRAME: 0486

RECORDED: 01/27/2022