

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM712337

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifeshape, Inc.		06/07/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Lifeshape, Inc.		
Street Address:	5200 Buffington Road		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30349		
Entity Type:	Non-Profit Corporation: GEORGIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86852368	LIFESHAPE	
Serial Number:	87719408	L	
Serial Number:	87719420	LIFESHAPE	
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>			
Email:	twoollen@birdlawfirm.com		
Correspondent Name:	Lifeshape, Inc.		
Address Line 1:	5200 Buffington Road		
Address Line 4:	Atlanta, GEORGIA 30349		
NAME OF SUBMITTER:	Troy G. Woollen		
SIGNATURE:	/Troy Woollen/		
DATE SIGNED:	03/04/2022		
Total Attachments: 13			
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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **06/07/2021** converting

LIFESHAPE, INC.
a Foreign Nonprofit Corporation
to
LIFESHAPE, INC.
a Domestic Nonprofit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **06/09/2021**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

CERTIFICATE OF CONVERSION OF

LIFESHAPE, INC.

A GEORGIA NONPROFIT CORPORATION

(Formerly a Delaware Charitable Nonstock Corporation)

Lifeshape, Inc., incorporated as a Delaware charitable nonstock corporation, is converting its state of incorporation to Georgia, and shall retain its corporate name (Lifeshape, Inc.), and states as follows:

1. The converting foreign corporation elects to become a Georgia nonprofit corporation.
2. The effective date of the conversion shall be 12:01 a.m. on June 7, 2021.
3. The conversion election has been approved as required by O.C.G.A. Section 14-3-1120(b).
4. The articles of incorporation accompanying the certificate:
 - (a) Are in the form required by O.C.G.A. Section 14-3-202;
 - (b) Set forth the name of the corporation that satisfies the requirements of O.C.G.A. Section 14-3-401; and
 - (c) Are the articles of incorporation of the corporation formed pursuant to such election unless and until modified in accordance with the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the corporation has executed this Certificate of Conversion this 3rd day of June, 2021, pursuant to the Georgia Nonprofit Corporation Code.

BY: _____



Jonathan T. McCants, Incorporator
Bird, Loechl, McCants & Holliday, LLC
3414 Peachtree Road, N.E., Suite 1150
Atlanta, GA 30326

ARTICLES OF INCORPORATION OF

LIFESHAPE, INC.

A GEORGIA NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

LIFESHAPE, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended (the “Georgia Code”), and it shall be governed by its Board of Directors according to its religious beliefs. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ over all of its affairs.

ARTICLE III. PURPOSES

The corporation is organized and operated exclusively for religious purposes (including educational, charitable, literary and scientific purposes that are related to and also in furtherance of those religious purposes), all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), including but not limited to mobilizing the Church of Jesus Christ to break the cycle of spiritual poverty inside and outside His Church, and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code, all in accordance with the corporation’s Statement of Faith, as found in Article I of its Bylaws. The corporation is organized and operates as an organization described in Section 170(b)(1)(A)(i) of the Code.

Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its Directors, Members, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The corporation may make the election provided in Section 501(h) of the Internal Revenue Code, if at the time it is permitted to do so by applicable law.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and otherwise of a number permitted by the Bylaws of the corporation, as amended from time to time.

Section 2. Powers of the Board. Subject to any limitations provided within these Articles, the Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt, repeal and amend the Bylaws or any corporate governing documents other than these Articles of Incorporation, by a majority vote (except where a greater vote of the Directors or Member approval is elsewhere required), in any way permitted by applicable law, but which is not inconsistent with the Holy Bible, the Statement of Faith, these Articles of Incorporation, or applicable law.

Section 3. Term and Election. The term and election of each Director shall be as established in the corporation's Bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, the Board of Directors shall have the power to amend these Articles of Incorporation, by a two-thirds (2/3) majority vote of the Directors then in office, in any way permitted by applicable law, but which is not inconsistent with the Holy Bible or the Statement of Faith, provided further that the Members shall also approve such amendment by the same majority required for Director approval.

Section 5. Initial Directors. The initial Board of Directors shall consist of seven (7) members, each of whom may be reached at the corporation's address: Joy Wilbanks, John W. White, IV, Robert Yoe, Terry Parker, Rick Smith, Angela Fielder and Aaron Graham.

ARTICLE VII. MEMBERS

The corporation shall have Members with such rights, privileges, and responsibilities as may be provided for in the corporation's Bylaws.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Code.

Section 3. Charitable Trusteeship. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation by two-thirds (2/3) vote, at a special meeting called for the purpose

and with appropriate notice given in writing stating the purpose of the meeting, provided further that the Members shall likewise approve dissolution.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation to Impact 360 Institute, Inc., a Georgia nonprofit corporation identified by (EIN 45-4971921), so long as it is exempt under Section 501(c)(3) of the Code, or if it is not, or if it declines any such assets, then the remaining assets shall be distributed exclusively to such organization or organizations organized and operated exclusively for similar religious purposes as shall at the time qualify as an exempt organization under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine, provided further that each such proposed recipient unreservedly affirms the corporation's Statement of Faith.

Section 3. Contingent Provision. If any such assets are not so disposed of, then the assets of the corporation shall be distributed in accordance with the corporation's Bylaws in effect at the time, and if such Bylaws do not adequately provide for contingent distribution, then the Members shall dispose of such assets exclusively for the purposes stated in Article III hereof, to one or more organizations that unreservedly affirm the corporation's Statement of Faith.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall:

(1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III hereof at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles of Incorporation to a section of the Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Agent & Office. The initial registered office and registered agent of the corporation shall be Jonathan T. McCants, 3414 Peachtree Road, N.E., Suite 1150, Atlanta, Fulton County, Georgia 30326.

Section 2. Principal Office. The mailing address of the initial principal office shall be 5200 Buffington Road, Atlanta, Georgia 30349.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a Director to the corporation for monetary damages for breach of duty of care or other duty as a Director; provided that such provision shall not eliminate or limit the liability of a Director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the Director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the Directors present at a duly noticed meeting with a quorum present, in addition to approval of the Members. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of Directors, then the liability of a Director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the

remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIII. STATEMENT OF FAITH

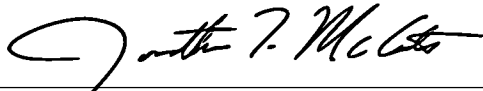
The corporation subscribes to the understanding of particular Christian beliefs as set forth in its “Statement of Faith,” which is included in Article I of the corporation’s Bylaws. Any Member or Director who can no longer affirm, in good conscience, the corporation’s Statement of Faith is subject to disqualification and removal as a Member or Director, respectively, in accordance with the corporation’s Bylaws. Notwithstanding any other statement to the contrary, that portion of the Bylaws, as well as this Article XIII, shall only be amended by a vote of 90% or greater of each of the entire Board of Directors and of the entire membership of the corporation, and any other provision that conflicts with the Statement of Faith shall be null and void.

ARTICLE XIV. INCORPORATOR

Section 1. Incorporator. The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants
Bird, Loechl, McCants & Holliday, LLC
3414 Peachtree Road, N.E.
Suite 1150
Atlanta, GA 30326

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code.

BY: 
Jonathan T. McCants, Incorporator
Bird Loechl McCants & Holliday, LLC
3414 Peachtree Road, N.E., Suite 1150
Atlanta, GA 30326



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

TRANSMITTAL INFORMATION FORM
GEORGIA CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: jmccants@birdlawfirm.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

- 1. Corporation Type (check one only): Profit Nonprofit Professional Benefit

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Lifeshape, Inc.

Corporate Name (List exactly as it appears in articles of incorporation.)

- 2. Jonathan T. McCants

Name* of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)

3414 Peachtree Road NE Suite 1150 Atlanta GA 30326
Address City State Zip Code

jmccants@birdlawfirm.com 404-264-9400
Filer's Email Address Telephone Number

- 3. Jonathan T. McCants

Name* of Registered Agent in Georgia

3414 Peachtree Road NE Suite 1150

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Atlanta Fulton GA 30326
City County State Zip Code

jmccants@birdlawfirm.com
Registered Agent's Email Address

- 4. Initial Annual Registration: A Georgia corporation incorporated between January 1 - October 1 must file its initial annual registration with the Secretary of State within 90 days after the day its articles of incorporation are filed with the Secretary of State; a Georgia corporation incorporated between October 2 - December 31 must file its initial annual registration with the Secretary of State between January 1 and April 1 of the year next succeeding the calendar year of its incorporation.

- 5. Mail the following items to the Secretary of State at the above address:

- (1) This Transmittal Information Form;
(2) The Articles of Incorporation; and
(3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Signature of Authorized Person

Date

Jonathan T. McCants, Incorporator

Print Name*

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 6/4/2021 12:29:17 PM

**TRANSMITTAL INFORMATION FORM
BUSINESS CONVERSION**

1. 20981829 Filing Number			
2. Jonathan T. McCants Name of Person Filing Business Conversion			
3414 Peachtree Road NE Suite 1150 Address	Atlanta City	GA State	30326 Zip Code
3. Submitted with this filing is a filing fee of \$95.00 payable to "Secretary of State". Filing fees are non-refundable. I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge. Jonathan T. McCants Signature of Authorized Person			