

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM715252

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Entrinsic Health Solutions, LLC		02/22/2016	Limited Liability Company: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Entrinsic Health Solutions, Inc.		
<b>Street Address:</b>	100 River Ridge Drive, #206		
<b>City:</b>	Norwood		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02062		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4923387	HYDROACTIVE TECHNOLOGY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2155683439		
<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>			
<b>Phone:</b>	2155683100		
<b>Email:</b>	bhipdocket@bakerlaw.com, jlessner@bakerlaw.com, jdale@bakerlaw.com		
<b>Correspondent Name:</b>	Jacqueline M. Lesser		
<b>Address Line 1:</b>	1735 Market Street		
<b>Address Line 2:</b>	Suite 3300		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-7501		
<b>ATTORNEY DOCKET NUMBER:</b>	105138.000007		
<b>NAME OF SUBMITTER:</b>	Judy Dale-Paralegal		
<b>SIGNATURE:</b>	/Judy Dale/		
<b>DATE SIGNED:</b>	03/18/2022		
<b>Total Attachments: 14</b>			
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## PLAN OF CONVERSION

This Plan of Conversion ("**Plan of Conversion**") is adopted as of February 22, 2016, by Entrinsic Health Solutions, LLC, a Florida limited liability company (the "**Converting LLC**").

WHEREAS, the Converting LLC is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, on the date of this Plan of Conversion, the Converting LLC has 24 members (the "**Members**"); and

WHEREAS, the Converting LLC desires to convert into a corporation (the "**Conversion**") pursuant to Section 1041 of the Florida Revised Limited Liability Company Act and Section 265 of the Delaware General Corporation Law.

NOW, THEREFORE, the Converting LLC agrees that it shall effect the Conversion as follows:

1. **Conversion.** Effective on the date of filing of a Certificate of Conversion, as set forth in Exhibit A hereto, with respect to the Conversion with the Secretary of State of the State of Delaware (the "**Effective Date**"), the Converting LLC shall be converted into a Delaware corporation to be known as "Entrinsic Health Solutions, Inc." (the "**Converted Corporation**").

2. **Effect of Conversion.** On the Effective Date, the Converting LLC shall convert into the Converted Corporation pursuant to Section 265 of the Delaware General Corporation Law. All acts, plans, policies, agreements, arrangements, approvals and authorizations of the Converting LLC, its members, managers and agents which were valid and effective immediately prior to the Effective Date shall remain in effect after the Conversion and shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Converted Corporation and shall be as effective and binding thereon as the same were with respect to the Converting LLC.

3. **Directors and Officers and Governing Documents.** The directors and officers of the Converted Corporation immediately after the effectiveness of the Conversion shall be as specified in the initial organization minutes as set forth in Exhibit B hereto. The Bylaws of the Converted Corporation immediately after the effectiveness of the Conversion shall be as set forth in Exhibit C hereto until such Bylaws are amended in accordance with the provisions thereof and applicable law. The Certificate of Incorporation of the Converted Corporation shall be as set forth in Exhibit D hereto until amended in accordance with the provisions thereof and applicable law.

4. **Further Assurances.** From time to time, as and when required by the Converted Corporation or by its successors and assigns, there shall be executed and delivered in the name of the Converting LLC such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Converted Corporation the title to and

possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of the Converted Corporation and otherwise to carry out the purposes of this Plan of Conversion. The officers and directors of the Converted Corporation are fully authorized in the name of the Converting LLC or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Conversion of Units.

(a) Upon the Effective Date, by virtue of the Conversion and without any action on the part of the Members, each Class A Unit in the Converting LLC immediately prior to the Conversion shall be changed and converted into the right to receive one (1) validly issued, fully-paid and non-assessable shares of Series A Preferred Stock, \$0.0001 par value per share, of the Converted Corporation (the "**Converted Corporation Series A Preferred Stock**").

(b) Upon the Effective Date, by virtue of the Conversion and without any action on the part of the Members, each Class A-1 Unit in the Converting LLC immediately prior to the Conversion shall be changed and converted into the right to receive one (1) share of Converted Corporation Series A Preferred Stock.

(c) Upon the Effective Date, by virtue of the Conversion and without any action on the part of the Members, each Class A-2 Unit in the Converting LLC (together with the Class A Units and Class A-1 Units in the Converting LLC, collectively, the "**Class A Units**") immediately prior to the Conversion shall be changed and converted into the right to receive one (1) share of Converted Corporation Series A Preferred Stock.

(d) Upon the Effective Date, by virtue of the Conversion and without any action on the part of the Members, each Class B Unit in the Converting LLC (the "**Class B Units**") immediately prior to the Conversion shall be changed and converted into the right to receive one (1) validly issued, fully-paid and non-assessable share of common stock, par value \$0.0001 per share, of the Converted Corporation (the "**Converted Corporation Common Stock**," and together with the Converted Corporation Series A Preferred Stock, the "**Converted Corporation Stock**").

(e) Upon the Effective Date, by virtue of the Conversion and without any action on the part of the Members, each Class B LLC Catch-Up Profits Interest in the Converting LLC (the "**Profits Interests**") immediately prior to the Conversion shall be changed and converted into the right to receive one (1) share of Converted Corporation Common Stock; provided, however, that any holders of such Profits Interests who are still subject to vesting shall be required to execute a Restricted Stock Agreement by and between such holder and the Converted Corporation (a "**Restricted Stock Agreement**"), which Restricted Stock Agreement shall control the vesting of certain shares of Converted Corporation Common Stock.

6. Issuance of Certificates and Option Agreements.

(a) Subject to Section 6(b), promptly following the Effective Date, the Converted Corporation shall deliver to the Members immediately prior to the Conversion, or to an agent for distribution, certificates representing the shares of the Converted Corporation Stock into which the Members' interest in the Converting LLC has been converted as herein provided. The Members (as the registered owners on the books and records of the Converted Corporation or its

transfer agent for such shares of Converted Corporation Stock) shall, until a certificate shall have been surrendered for transfer or otherwise accounted for to the Converted Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Converted Corporation Common Stock reflected in such books and records.

(b) Certificates representing the shares of the Converted Corporation Stock into which the Profits Interests in the Converting LLC have been converted shall be retained by the Company and shall not be delivered to the holders of Profits Interests, to the extent that, and for so long as, the corresponding shares of Converted Corporation Stock into which unvested Profits Interests were converted remain subject to vesting.

7. Amendment. Subject to applicable law, this Plan of Conversion may be amended, supplemented or modified at any time by the Converting LLC or the Converted Corporation.

8. Facsimile Signatures. This Plan of Conversion may be executed by facsimile signature.

9. Governing Law. This Plan of Conversion shall be governed by the laws of the State of Florida.

[Signature Page to Follow]

IN WITNESS WHEREOF, this Plan of Conversion is hereby executed as of the date first written above on behalf of said limited liability company by its authorized signatory.

INTRINSIC HEALTH SOLUTIONS, LLC

By:   
Name: Stephen J. Gatto  
Title: Chief Executive Officer

[Signature Page to Plan of Conversion]

EXHIBIT A

CERTIFICATE OF CONVERSION

TRADEMARK

REEL: 007664 FRAME: 0181

EXHIBIT B

INITIAL ORGANIZATIONAL MINUTES



EXHIBIT C

BYLAWS

EXHIBIT D

CERTIFICATE OF INCORPORATION

**ARTICLES OF CONVERSION**

**FROM A LIMITED LIABILITY COMPANY TO A CORPORATION**

The undersigned, desiring to convert a limited liability company organized under the laws of the State of Florida into a corporation organized under the laws of the State of Delaware pursuant to the provisions of Section 1045 of the Florida Revised Limited Liability Company Act (the "Act"), does hereby submit, certify and swear as follows:

**FIRST:** The jurisdiction where Entrinsic Health Solutions, LLC (the "Limited Liability Company") first formed is the State of Florida.

**SECOND:** The jurisdiction of the Limited Liability Company immediately prior to filing this Certificate of Conversion is the State of Florida.

**THIRD:** The plan of conversion was approved by the Limited Liability Company in accordance with Sections 1041-1046 of the Act.

**FOURTH:** The "Converted or Other Business Entity" is a corporation organized, formed or incorporated under the laws of the State of Delaware and the name of the corporation as set forth in the Certificate of Incorporation is Entrinsic Health Solutions, Inc. (the "Corporation").

**FIFTH:** The Corporation first incorporated under the laws of the State of Delaware on February 22, 2016.

**SIXTH:** This conversion shall be effective in Florida on February 22, 2016.

**SEVENTH:** The Florida Department of State may send any process served on the department pursuant to Section 0117 of the Act and Chapter 48 of the Florida Statutes to the following address: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

**EIGHTH:** The Corporation has agreed to pay any of the Limited Liability Company's members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Act.

[Signature Page to Follow]

FILED  
FEB 22 A 9 46  
CORPORATION SERVICE COMPANY

IN WITNESS WHEREOF, this Articles of Conversion has been executed by a duly authorized member of the Limited Liability Company on this February 22, 2016.

ENTRINSIC HEALTH SOLUTIONS, LLC

By:   
Name: Stephen J. Gatto  
Title: Chief Executive Officer

FILED  
2016 FEB 22 A 9 43  
NOTARY OF FLORIDA  
TALLAHASSEE, FLORIDA

# Delaware

The First State

Page 1

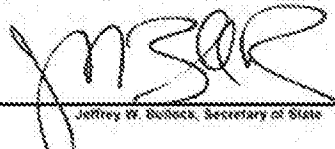
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ENTRINSIC HEALTH SOLUTIONS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ENTRINSIC HEALTH SOLUTIONS, LLC" TO "ENTRINSIC HEALTH SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2016, AT 5:30 O' CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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SR# 20161022517

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 201869932  
Date: 02-22-16

TRADEMARK  
REEL: 007664 FRAME: 0187

**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A CORPORATION**

The undersigned, desiring to convert a limited liability company organized under the laws of the State of Florida into a corporation organized under the laws of the State of Delaware pursuant to the provisions of Section 265 of the Delaware General Corporation Law, does hereby submit, certify and swear as follows:

**FIRST:** The jurisdiction where Entrinsic Health Solutions, LLC (the "Limited Liability Company") first formed is the State of Florida.

**SECOND:** The jurisdiction of the Limited Liability Company immediately prior to filing this Certificate of Conversion is the State of Florida.

**THIRD:** The date on which the Limited Liability Company was first formed is August 30, 2011.

**FOURTH:** The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is Entrinsic Health Solutions, LLC.

**FIFTH:** The name of the corporation as set forth in the Certificate of Incorporation is Entrinsic Health Solutions, Inc. (the "Corporation").

[Signature page follows]

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the Limited Liability Company has executed this Certificate of Conversion on February 22 , 2016.

ENTRINSIC HEALTH SOLUTIONS, LLC

By:   
Name: Stephen J. Gatto  
Title: Chief Executive Officer