

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM720917

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cash Flow Solutions, Inc.		10/25/2021	Corporation: OHIO
RECEIVING PARTY DATA			
Name:	Ribbit Inc.		
Street Address:	5166 College Corner Pike		
City:	Oxford		
State/Country:	OHIO		
Postal Code:	45056		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	90001350	AFFORDAI	
Registration Number:	6515005	BANKINSIGHTS	
Registration Number:	6514949	BANKLOGIN+	
Serial Number:	90300240	BANKVERIFY+	
Registration Number:	6290486	BEHAVIOR MADE CLEAR	
Registration Number:	2517384	BOUNCE BACK	
Registration Number:	5410468	EARNING LOYALTY THROUGH PERFORMANCE	
Registration Number:	5353792		
Registration Number:	4331834	MAKING PAYMENTS MORE PROFITABLE	
Registration Number:	5371933	OVERDRAFT FREE	
Registration Number:	6479699	REVEALED AFFORDABILITY	
Registration Number:	6514932	RIBBIT	
Registration Number:	5353791	WE MEASURE OUR SUCCESS BY YOUR BOTTOM LI	
CORRESPONDENCE DATA			
Fax Number:	5139778141		
<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:	5139778527		
Email:	april.besl@dinsmore.com		

OP \$340.00 90001350

Correspondent Name: April L. Besl
Address Line 1: 255 E. 5th St., Suite 1900
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER: 110503-2

NAME OF SUBMITTER: April L Besl

SIGNATURE: /april l besl/

DATE SIGNED: 04/13/2022

Total Attachments: 9

source=RIBBIT Inc. _ Certificate of Conversion with initial Certificate of Incorporation (filed 10-25-2021)#page1.tif
source=RIBBIT Inc. _ Certificate of Conversion with initial Certificate of Incorporation (filed 10-25-2021)#page2.tif
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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 AN OHIO CORPORATION UNDER THE NAME OF "CASH FLOW SOLUTIONS, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CASH FLOW SOLUTIONS, INC." TO "RIBBIT INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2021, AT 12:11 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6258680 8100F
SR# 20213600677

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

Authentication: 204498407
Date: 10-25-21

TRADEMARK
REEL: 007690 FRAME: 0970

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

Cash Flow Solutions, Inc., an Ohio corporation (the “**Converting Entity**”), desiring to convert to RIBBIT Inc., a Delaware corporation (the “**Converted Entity**”), pursuant to Section 265 of the Delaware General Corporation Law, submits this Certificate of Conversion and certifies as follows:

1. The Converting Entity was organized under the laws of the State of Ohio on May 11, 1998.
2. The name of the Converting Entity immediately prior to filing this Certificate of Conversion is Cash Flow Solutions, Inc.
3. The name of the Converted Entity, as set forth in the Certificate of Incorporation filed herewith in accordance with Section 265(b) of the Delaware General Corporation Law, is RIBBIT Inc.
4. The conversion shall become effective upon the filing of this Certificate of Conversion with the Delaware Secretary of State.

[Signature on Following Page]

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:11 PM 10/25/2021
FILED 12:11 PM 10/25/2021
SR 20213600677 - File Number 6258680

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the Converting Entity has executed this Certificate of Conversion on the 25th day of October, 2021.

DocuSigned by:
Kasey Princell
By: SETB4897485E4C8
Name: Kasey Princell
Title: Founder

[SIGNATURE PAGE TO CERTIFICATE OF CONVERSION]

TRADEMARK
REEL: 007690 FRAME: 0972

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 "RIBBIT
INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER,
A.D. 2021, AT 12:11 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6258680 8100F
SR# 20213600677

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

Authentication: 204498407
Date: 10-25-21

TRADEMARK
REEL: 007690 FRAME: 0973

**CERTIFICATE OF INCORPORATION
OF
RIBBIT INC.**

**ARTICLE I
NAME**

The name of the corporation is RIBBIT Inc. (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE AND POWERS**

The nature of the business of the Corporation or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is seventy-five million (75,000,000) shares of common stock, which shall have a par value of \$0.0001 per share.

**ARTICLE V
INCORPORATOR**

The name and mailing address of the sole incorporator of the Corporation are RoxAnn D. Mack, c/o Faegre Drinker Biddle & Reath LLP, 1470 Walnut Street, Suite 300, Boulder, Colorado 80302-5335.

**ARTICLE VI
EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VII
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws.

The name and mailing addresses of the persons who are to serve on the initial Board of Directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Shawn Princell	5166 College Corner Pike Oxford, OH 45056
Kasey Princell	5166 College Corner Pike Oxford, OH 45056
Steven Thompson	10178 Stephen Place Highlands Ranch, CO 80130
Richard Fiorito	155 NE Ocean Boulevard North 301 Stuart, FL 34996

**ARTICLE VIII
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

**ARTICLE IX
STOCKHOLDERS**

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

**ARTICLE X
LIMITATION OF LIABILITY**

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of

fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

ARTICLE XII AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereinafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on the 25th day of October, 2021.

By: /s/ RoxAnn D. Mack
RoxAnn D. Mack
Sole Incorporator

[SIGNATURE PAGE TO CERTIFICATE OF INCORPORATION OF RIBBIT INC.]

US.134669084.03

TRADEMARK
REEL: 007690 FRAME: 0977

Reservation Number	Entity Name	Entity Type	Cost (\$)	Status	Expiration Date
6258680	Ribbit INC.	Corporation	\$75.00	Reserved	1/21/2022