

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM733277

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Marine Layer, Inc.		12/28/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Marine Layer PBC		
Street Address:	1572 California Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94109		
Entity Type:	Public Benefit Corporation: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4200867	MARINE LAYER	
Registration Number:	5570741	MARINE LAYER	
Registration Number:	4090964		
Registration Number:	5474311	SF CA MARINE LAYER	
Registration Number:	5453487		
Registration Number:	5570742		
Registration Number:	5917586	OH HEY	
Registration Number:	5917690	OH HEY	
Registration Number:	5475618	ABSURDLY SOFT	
Registration Number:	5992171	RE-SPUN	
Registration Number:	5992173	R	
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:	8589229940		
Email:	cynthia@breakwaterlawgroup.com		
Correspondent Name:	Cynthia Arko		
Address Line 1:	991 Lomas Santa Fe Drive, Suite C160		
Address Line 2:	Breakwater Law Group		

OP \$290.00 4200867

Address Line 4: Solana Beach, CALIFORNIA 92075

ATTORNEY DOCKET NUMBER: MLYR.G001

NAME OF SUBMITTER: Cynthia Arko

SIGNATURE: /Cynthia Arko/

DATE SIGNED: 06/08/2022

Total Attachments: 4

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Delaware

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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 AMENDMENT OF "MARINE LAYER, INC.", CHANGING ITS NAME FROM "MARINE LAYER, INC." TO "MARINE LAYER, PBC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2021, AT 1:52 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4679365 8100
SR# 20214235866

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

Authentication: 205100875
Date: 12-28-21

TRADEMARK
REEL: 007746 FRAME: 0604

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF MARINE LAYER, INC.**

Marine Layer, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

1. The name of this corporation is Marine Layer, Inc. and the original Certificate of Incorporation was filed under the corporation's original name, Marine Layer, Inc., with the Secretary of State of the State of Delaware on April 22, 2009.

2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company herein certified was duly adopted by the Company's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, and the Company's stockholders have given their written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. Article I of the Amended and Restated Certificate of Incorporation shall be amended and restated in its entirety as follows:

"The name of the public benefit corporation is Marine Layer, PBC (the "Company")."

4. Article III of the Amended and Restated Certificate of Incorporation shall be amended and restated in its entirety as follows:

"The Company shall be a public benefit corporation as contemplated by subchapter XV of the General Corporation Law of the State of Delaware (the "DGCL"), or any successor provisions, and shall have a specific public benefit purpose of creating a material positive impact on society and the environment, taken as a whole, from the business and operations of the Company. The Company shall be operated in a responsible and sustainable manner to produce the public benefit identified in the immediately preceding sentence, and is to be managed in a manner that balances the stockholders pecuniary interests, the best interests of those materially affected by the Company's conduct and the public benefit identified in this Amended and Restated Certificate of Incorporation. The Company may engage in any lawful act or activity for which corporations may be organized under the DGCL. If the DGCL is amended to alter or further define the management and operation of public benefit corporations, then the Company shall be managed and operated in accordance with the DGCL, as so amended.

The Company shall deliver its public benefit statement biennially, and prepare it in accordance with a third-party standard applied consistently with any application of that standard in prior statements or accompanied by an explanation

of the reasons for any inconsistent application. The statement shall include: (1) the objectives the Board of Directors has established to promote such public benefit or public benefits and interests; (2) the standards the Board of Directors has adopted to measure the Company's progress in promoting such public benefit or public benefits and interests; (3) objective factual information based on those standards regarding the Company's success in meeting the objectives for promoting such public benefit or public benefits and interests; and (4) an assessment of the Company's success in meeting the objectives and promoting such public benefit or public benefits and interests. A third party standard means a credible standard for defining, reporting, and assessing a corporation's social and environmental performance that (i) assesses the effect of the business and its operations on all of the interests materially affected by the corporation's conduct; (ii) is developed by an organization that is not under the control of the Company or its affiliates; and (iii) has information publicly available concerning (A) the criteria and relative weighting the standard uses to assess the Company's overall social and environmental performance; (B) the process by which the standard is developed and revised; and (C) the independence of the organization that developed the standard, including the material owners, the members of the organization's governing body and how they are selected, and the organization's material sources of financial support."

5. Article X of the Amended and Restated Certificate of Incorporation shall be amended to include the following as a new paragraph 3 (to be inserted between the existing paragraphs 2 and 3):

"3. Any disinterested failure to satisfy Section 365 of the DGCL shall not, for the purposes of Sections 102(b)(7) or 145 of the DGCL, or for the purposes of any use of the term "good faith" in this Amended and Restated Certificate of Incorporation or the bylaws of the Company in regard to the indemnification or advancement of expenses of officers, directors, employees and agents, constitute an act or omission not in good faith, or a breach of the duty of loyalty."

6. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Marine Layer, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, to be signed by its duly authorized officer on this 28th day of December, 2021.

By: /s/ Michael Natenshon
Name: Michael Natenshon
Title: President and Chief Executive Officer