

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM742212

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Online Stores LLC		07/01/2021	Limited Liability Company: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Online Stores Inc.
Street Address:	1000
Internal Address:	SUITE 1
City:	NEW STANTON
State/Country:	PENNSYLVANIA
Postal Code:	15672
Entity Type:	Corporation: PENNSYLVANIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3586459	SUPER TOUGH
Registration Number:	3762143	UNITED STATES FLAG STORE
Registration Number:	3650606	RUGGED BLUE
Registration Number:	3650611	RUGGED BLUE
Registration Number:	3005368	SAFETY GIRL
Registration Number:	4125184	SUPER KNIT
Registration Number:	4125292	SUPER KNIT
Registration Number:	4125181	SUPER TOUGH
Registration Number:	5362708	LUMEGEN
Registration Number:	5227464	LIGHTUP.COM
Registration Number:	3462972	WOODEZE
Registration Number:	3271120	NORTHLINEEXPRESS.COM
Registration Number:	5672747	SUPER TOUGH

CORRESPONDENCE DATA

Fax Number:

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.

OP \$340.00 3586459

Phone: 412-394-2450
Email: ahershey@clarkhill.com
Correspondent Name: J. Alexander Hershey
Address Line 1: 301 Grant Street
Address Line 2: 14th Floor
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

NAME OF SUBMITTER: J. Alexander Hershey


SIGNATURE: /J. Alexander Hershey/

DATE SIGNED: 07/19/2022

Total Attachments: 23

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PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input checked="" type="checkbox"/> Return document by mail to: PENNCORP SERVICEGROUP COUNTER PICK-UP penncorp@penncorp.net <input checked="" type="checkbox"/> Return document by email to: _____	<p>Statement of Conversion DSCB:15-355 (7/1/2015)</p>  <p>TCO210702DP0721</p>
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Read all instructions prior

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 355 (relating to Statement of conversion), the undersigned association, desiring to effect a conversion, hereby states that:

A. For the converting association:

1. The name of the converting association is: Online Stores, LLC

2. The jurisdiction of formation of the converting association is: Pennsylvania

3. The type of association is (check only one):

- | | | |
|---|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other _____ |

4. Date on which the association was created, incorporated, formed or otherwise came into existence:

10/21/2015
(MM/DD/YYYY)

5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence:

Pennsylvania Limited Liability Company Law of 1994
(ex. Business Corporation Law of 1988, Limited Liability Company Law of 1994, etc.)

PA DEPT. OF STATE

JUL 02 2021

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4. Check and complete one of the following addresses for the converted association.

<input checked="" type="checkbox"/>	<p>If the converted association is a domestic filing association, domestic limited liability partnership or registered foreign association, its registered office address. Complete part (a) OR (b) – not both:</p> <p>(a) <u>1000 Westinghouse Drive</u> <u>New Stanton</u> <u>PA</u> <u>15672</u> <u>Westmoreland</u> <small>Number and street City State Zip County</small></p> <p>(b) c/o: _____ <small>Name of Commercial Registered Office Provider County</small></p>
<input type="checkbox"/>	<p>If the converted association is a domestic association that is not a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____ <small>Number and street City State Zip County</small></p>
<input type="checkbox"/>	<p>If the converted association is a nonregistered foreign association, complete both (1) and (2).</p> <p>(1) The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>_____ <small>Number and street City State Zip</small></p> <p>(2) The name and address, including street and number, of its registered agent:</p> <p>_____ <small>Name of Registered Agent</small></p> <p>_____ <small>Number and street City State Zip</small></p>

C. Effective date of statement of conversion (check, and if appropriate complete, one of the following):

- This Statement of Conversion shall be effective upon filing in the Department of State.
- This Statement of Conversion shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

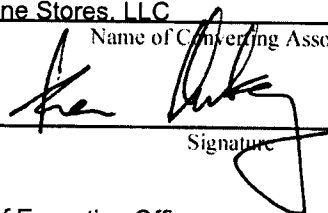
D. Approval of conversion by converting association (check only one):

- For converting association that is a domestic entity – The plan of conversion was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter E (relating to conversion).
- For converting association that is a foreign association – The conversion was approved in accordance with the law
- of the jurisdiction of formation of the converting association.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned converting association has caused this Statement of Conversion to be signed by a duly authorized officer thereof this 30 day of June, 2021.

Online Stores, LLC
Name of Converting Association


Signature

Chief Executive Officer
Title

PLAN OF CONVERSION
of
ONLINE STORES, LLC
(a Pennsylvania limited liability company)

RECITALS

- A. Online Stores, LLC ("Online Stores") is a limited liability company duly organized under the laws of the Commonwealth of Pennsylvania.
- B. Online Stores desires to convert into a corporation duly organized under the laws of the Commonwealth of Pennsylvania.
- C. The members of the Board of Managers of Online Stores, the holders of Common Units of Online Stores and holders of Series A Preferred Units of Online Stores have each, by a unanimous vote cast by all members entitled to vote thereon, adopted this plan of conversion by unanimous written consent, pursuant to 15 Pa.C.S. Section 355 et seq. (the "Applicable Law").

**TERMS AND
CONDITIONS**

1. Converting and Converted Association. At the effective time (as defined in section 4), Online Stores shall be converted into Online Stores, Inc. (the "Company"), in accordance with the Applicable Law and the terms and conditions of this plan of conversion, and the separate existence of Online Stores shall cease (such transaction being hereinafter referred to as the "Conversion"). The existence of the Company shall continue unimpaired and unaffected by the Conversion (hereinafter sometimes referred to as the "Converted Company").
2. Conversion of Interests. Each common unit or preferred unit, respectively, of Online Stores outstanding immediately prior to the effective time shall, by virtue of the conversion and without any action by the holder thereof, be converted into one share of common stock of the Company.
3. Filing and Effective Time. A certificate of conversion, and such other documents and instruments as are required by, and complying in all respects with, the Applicable Law shall be delivered to the appropriate state officials for filing. The Conversion shall become effective (the "Effective Time") at the filing of a certificate of conversion in the Department of State of the Commonwealth of Pennsylvania.
4. Articles of Incorporation. The Articles of Incorporation of the Company is set forth in Exhibit A hereto.
5. Managers, Directors, and Officers. From and after the Effective Time, the members of the Board of Managers of Online Stores shall become the officers and directors of the Company and shall hold office until the expiration of their terms of office, or earlier death, resignation, or removal, in accordance with the Shareholders Agreement of the Company and applicable law.

6. Abandonment. Notwithstanding approval of this plan of conversion, this plan of conversion may be abandoned at any time prior to the effective time by the converting party, and, if a certificate of conversion has been filed in the Department of State, by the filing of a statement of abandonment.

7. Further Assurances. Online Stores shall at any time, or from time to time, as and when requested by the Company, or its successors and assigns, execute and deliver, or cause to be executed and delivered, in the name of Online Stores by its last acting officer or member, all such conveyances, assignments, transfers, deeds, or other instruments, and shall take or cause to be taken such further action as the converted company, or its successors and assigns, may deem necessary or desirable in order to evidence the transfer, vesting, or devolution of any property, right, privilege, or franchise or to vest or perfect in or confirm to the converted company, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises, and interests of Online Stores, and otherwise to carry out the intent and purposes of this plan of conversion.

8. Interpretation. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this plan of conversion. Words used in this plan of conversion, regardless of the gender or number specifically used, shall be deemed to include any other gender, masculine, feminine, or neuter, and any other number, singular or plural, as the context may require.

IN WITNESS WHEREOF, Online Stores, LLC has caused this plan of conversion to be executed in its name by its duly authorized officer on July 1, 2021.

Online Stores, LLC

By: 
Name: Kevin Hickey
Title: Chief Executive Officer

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ONLINE STORES, INC.
IN LIEU OF FIRST MEETING**

/ June 30, 2021

The undersigned, being the members of the Board of Directors of Online Stores, Inc., a Pennsylvania corporation (the "Corporation"), pursuant to authority to so act without a meeting in accordance the Pennsylvania Business Corporations Law, do hereby consent to the taking of the following actions and do hereby adopt the resolutions set forth below. This written consent of the Board of Directors is in lieu of the first meeting of the Board of Directors of the Corporation, and all the actions taken herein shall have the same force and effect as if they were taken and adopted at the first meeting of the Board of Directors of the Corporation.

I. Formation

RESOLVED, that all the acts of the Incorporators of the Corporation in forming and organizing the Corporation be, and they hereby are, approved, ratified, and adopted as valid and binding acts of the Corporation; and

FURTHER RESOLVED, that the Corporation, to the full extent permitted by law, indemnify the Incorporators against any and all damages, costs, or injury sustained in connection with the formation and organization of the Corporation.

II. Bylaws

RESOLVED, that the Bylaws of the Corporation be, and hereby are, adopted as the Bylaws of this Corporation; and

FURTHER RESOLVED, that the Secretary of this Corporation be, and hereby is, authorized, directed, and empowered to execute a certificate of the adoption of such Bylaws and insert such Bylaws so certified in the minute book of this Corporation, and to see that a copy of such Bylaws, similarly certified, is kept at the principal executive office of this Corporation.

III. Shareholders' Agreement

RESOLVED, that the Shareholders' Agreement of the Corporation be, and hereby is, adopted as the Shareholders' Agreement of this Corporation; and

FURTHER RESOLVED, that the Secretary of this Corporation be, and hereby is, authorized, directed, and empowered to execute a certificate of the adoption of such Shareholders' Agreement and insert such Shareholders' Agreement so certified in the

minute book of this Corporation, and to see that a copy of such Shareholders' Agreement, similarly certified, is kept at the principal executive office of this Corporation.

IV. Officers

RESOLVED, that the following person is hereby elected to the offices set forth opposite his name:

President and Treasurer	Kevin Hickey
Vice President and Secretary	John Gilkey

FURTHER RESOLVED, that all the acts of the officers of the Corporation taken prior to date of these resolutions and prior to their appointment as officers of the Corporation be, and they hereby are, approved, ratified, and adopted as valid and binding acts of the Corporation; and

FURTHER RESOLVED, that the Corporation, to the full extent permitted by law, indemnify the officers against any and all damages, costs, or injury sustained in connection with the formation, organization, and business activities of the Corporation.

V. Bank Account

RESOLVED, that this Corporation establish in its name one or more deposit accounts with one or more banks, trust companies, or financial institutions; and

FURTHER RESOLVED, that the President of this Corporation and such other officers as he designates to be, and each hereby is, authorized to establish such an account or accounts, on terms and conditions as agreed upon with the financial institution, and to designate the terms upon which such financial institution shall be authorized to draw on such accounts, make deposits therein, or direct the investment of funds located therein.

VI. Fiscal Year

RESOLVED, that the fiscal year of this Corporation shall end on the 31st day of the month of December of each year.

VII. Issuance of Shares

RESOLVED, pursuant to the Plan of Conversion of Online Stores, LLC, the Board of Directors hereby approves the issuance of the following shares of no par value Common Stock of this Corporation, as authorized by its Certificate of Incorporation, in exchange for the consideration described below:

Name	Shares	Consideration
Online Stores Holdings, Inc.	6,000,000	Common Units of Online Stores, LLC
Valley Forge Flag Company	1,015,228	Series A Preferred Units of Online Stores, LLC
Total	7,015,228	

VIII. General Authority

RESOLVED, that any and all actions heretofore taken by the officers of this Corporation within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation; and

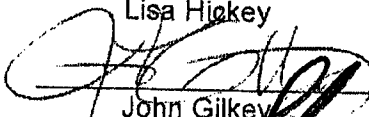
FURTHER RESOLVED, that the officers of this Corporation be, and each hereby is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions, including without limitation any filings to secure exemptions from filing requirements under federal or state securities laws.

Dated as of June 30, 2021.




 Kevin Hickey

 Lisa Hickey



 John Gilkey



 Scott Liberman

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS
OF ONLINE STORES, LLC
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Managers of Online Stores, LLC, a Pennsylvania limited liability company (the "Company"), pursuant to authority to so act without a meeting in accordance with the Pennsylvania Uniform Limited Liability Company Act of 2016, does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below. This written consent of the Board of Managers is in lieu of a meeting of the Board of Managers of the Company, and all the actions taken herein shall have the same force and effect as if they were taken and adopted at a meeting of the Board of Managers of the Company.

I. Conversion

WHEREAS, the Board of Managers has determined that it is in the best interests of the Company to convert from a Pennsylvania limited liability company to a Pennsylvania corporation.

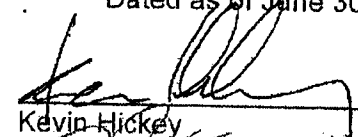
NOW, THEREFORE, BE IT RESOLVED, that the Plan of Conversion is adopted by the Board of Managers and shall be presented to the Members of the Company for approval; and

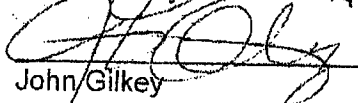
RESOLVED FURTHER, upon approval by the Members, is hereby adopted; that the Chief Executive Officer of the Company is hereby authorized and directed to file a Statement of Conversion with the Pennsylvania Department of State and to otherwise complete the conversion as set forth on the attached Plan of Conversion.

II. General Authority

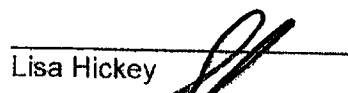
RESOLVED, that any and all actions heretofore taken by the Chief Executive Officer of this Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company and that the Chief Executive Officer of this Company be, and is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.


Dated as of June 30, 2021.



Kevin Hickey


John Gilkey



Lisa Hickey


Scott Liberman

**UNANIMOUS WRITTEN CONSENT
OF THE HOLDERS OF SERIES A PREFERRED SHARES
OF
ONLINE STORES, LLC**

The undersigned, being all of the holders of Series A Preferred Shares of Online Stores, LLC, a Pennsylvania limited liability company (the "Company"), does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below.

I. Conversion

WHEREAS, the Board of Managers of the Company has determined that it is in the best interests of the Company to convert from a Pennsylvania limited liability company to a Pennsylvania corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Conversion presented is hereby adopted; and

RESOLVED FURTHER, that the Chief Executive Officer of the Company is hereby authorized and directed to file a Statement of Conversion with the Pennsylvania Department of State and to otherwise complete the conversion as set forth on the attached Plan of Conversion.

II. General Authority

RESOLVED, that any and all actions heretofore taken by the Chief Executive Officer of this Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company.

FURTHER RESOLVED, that the Chief Executive Officer of this Company be, and each hereby is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.

Dated as of June 30, 2021.

Liberman Holdings Corporation (as assignee of Valley Forge Flag Company, Inc.)

By:  _____

Name: Scott Liberman

Title: Chief Executive Officer

OnlineStores

Online Stores LLC
1000 Westinghouse Dr., Suite 1
New Stanton, PA 15672
Tel: 724-925-5627
www.onlinestores.com

June 30 2021

Liberman Holdings Corporation
(as assignee of Valley Forge Flag Company, Inc.)
875 Berkshire Boulevard, Suite 101
Wyomissing, PA 19610
Attn: Scott Liberman, Chief Executive Officer

Re: Conversion of Online Stores, LLC, a Pennsylvania limited liability company (the "Company")

Dear Mr. Liberman:

This letter sets forth the understanding between Liberman Holdings Corporation (as assignee of Valley Forge Flag Company, Inc.) (the "Investor"), Online Stores Holdings, Inc. ("Common Member") and the Company regarding the subject matter set forth herein and is being executed and delivered by the Company and Common Member in connection with the conversion of the Company (the "Conversion") from a Pennsylvania limited liability company to a Pennsylvania corporation (the "Corporation"). The Investor has represented that it is the valid assignee of Valley Forge Flag Company, Inc. ("VFF").

The Company hereby agrees that following the Conversion: (a) the Investor will retain a right to appoint one (1) director to the Board of Directors of the Corporation consistent with Section 6.2(a)(ii) of the Company's Second Amended and Restated Operating Agreement (the "Operating Agreement"), and the Investor's director shall have the equivalent rights contained in Section 6.2 of the Operating Agreement applicable to Investor's Board member; (b) the Investor's director, in its capacity as one member of the Board of Directors, and Investor, as the "Series A Supermajority" (with respect to the matters at the end of Section 6.3(e)) will retain the respective approval rights for certain transactions to the extent and as set forth in Section 6.3(e) of the Operating Agreement (with the references to "Series A Preferred Units" deemed to be references to the shares of the Corporation held by Investor); (c) with respect to any "Drag Along Rights" pursuant to the Company's Shareholders' Agreement, in no event shall the Investor be (i) liable for any inaccuracy of any representation or warranty made by any other person, other than the Company (in which case the liability shall be on a several and not joint and several basis, based on pro rata share of purchase price consideration), (ii) liable for indemnification obligations in the aggregate in excess of the amount of consideration received by the Investor, except in the event of fraud by the Investor, or (iii) bound by any restrictive covenants (other than customary confidentiality covenants); (d) VFF's and the Company's remaining rights under the Strategic Agreement, dated as of January 11, 2016, shall remain in effect with respect to the VFF and the Corporation in accordance with its terms; (e) the Investor shall have the equivalent rights contained in Section 7.9 of

the Operating Agreement (Preemptive Rights) and (f) the Investor will, with respect to the Common Member, retain its priority rights in the event of a liquidation of the Corporation as set forth in Section 8.4 of the Operating Agreement, such that the Investor will receive \$1,000,000 prior to the Common Member receiving \$5,910,000.

The Investor hereby agrees that in exchange for accepting the foregoing and releasing any other rights pursuant to Section 2.10 of the Operating Agreement, at the time of the Conversion the Investor's Series A Preferred Units of the Company will convert on a one-for-one-and-one-tenth (1 to 1.10) basis into Common Shares of the Corporation, and all Common Units of the Company will be converted on a one-for-one (1 to 1) basis into Common Shares of the Corporation.

This letter and the other agreements to be entered into by the parties in connection with the Conversion shall constitute the entire agreement among the parties with respect to the subject matter hereof and is intended to supersede any prior written or oral agreements, representations or understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

Neither this letter nor any provisions hereof shall be amended, waived, modified, discharged or terminated except by an instrument in writing signed by the party hereto against whom any waiver, modification, discharge or termination is sought.

This letter and the rights, duties and obligations herein may not be transferred or assigned, in whole or part, by the Investor without the prior written consent of the Company or the Corporation. Any attempt by the Investor without such permission to assign, transfer, delegate or sublicense any rights, duties or obligations that arise under this letter shall be void. Subject to the foregoing, the terms and conditions of this letter inure to the benefit of and are binding upon the respective successors and permitted assignees of the parties, and any purported assignment in violation of this sentence shall be void. Nothing in this letter, express or implied, is intended to confer upon any party other than the parties hereto or their respective successors and permitted assignees, any rights, remedies, obligations or liabilities under or by reason of this letter.

This letter shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to its principles of conflicts of laws. Each party hereto hereby irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to this letter or the transactions contemplated hereby. Any litigation involving any of the parties to this letter shall be adjudicated in a court located in the Commonwealth of Pennsylvania and the parties hereto irrevocably consent to the jurisdiction and venue of such courts and waive any objection to venue.

This letter may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This letter may also be executed and delivered by facsimile, pdf, or other means of electronic communication and in two or more counterparts, each of which shall



Online Stores LLC
1000 Westinghouse Dr., Suite 1
New Stanton, PA 15672
Tel: 724-925-5627
www.onlinestores.com

be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature page follows]

Please indicate your agreement to the foregoing by executing this letter on the line provided below.

Very truly yours,

Online Stores, LLC

By: 

Name: Kevin Hickey

Title: Chief Executive Officer

Online Stores Holdings, Inc.

By: 

Name: Kevin Hickey

Title: Chief Executive Officer

Liberman Holdings Corporation

By: 

Name: Scott Liberman

Title: Chief Executive Officer

TRADEMARK

REEL: 007794 FRAME: 0804

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ONLINE STORES, INC.
IN LIEU OF FIRST MEETING**

June 30, 2021

The undersigned, being the members of the Board of Directors of Online Stores, Inc., a Pennsylvania corporation (the "Corporation"), pursuant to authority to so act without a meeting in accordance the Pennsylvania Business Corporations Law, do hereby consent to the taking of the following actions and do hereby adopt the resolutions set forth below. This written consent of the Board of Directors is in lieu of the first meeting of the Board of Directors of the Corporation, and all the actions taken herein shall have the same force and effect as if they were taken and adopted at the first meeting of the Board of Directors of the Corporation.

I. Formation

RESOLVED, that all the acts of the Incorporators of the Corporation in forming and organizing the Corporation be, and they hereby are, approved, ratified, and adopted as valid and binding acts of the Corporation; and

FURTHER RESOLVED, that the Corporation, to the full extent permitted by law, indemnify the Incorporators against any and all damages, costs, or injury sustained in connection with the formation and organization of the Corporation.

II. Bylaws

RESOLVED, that the Bylaws of the Corporation be, and hereby are, adopted as the Bylaws of this Corporation; and

FURTHER RESOLVED, that the Secretary of this Corporation be, and hereby is, authorized, directed, and empowered to execute a certificate of the adoption of such Bylaws and insert such Bylaws so certified in the minute book of this Corporation, and to see that a copy of such Bylaws, similarly certified, is kept at the principal executive office of this Corporation.

III. Shareholders' Agreement

RESOLVED, that the Shareholders' Agreement of the Corporation be, and hereby is, adopted as the Shareholders' Agreement of this Corporation; and

FURTHER RESOLVED, that the Secretary of this Corporation be, and hereby is, authorized, directed, and empowered to execute a certificate of the adoption of such Shareholders' Agreement and insert such Shareholders' Agreement so certified in the

minute book of this Corporation, and to see that a copy of such Shareholders' Agreement, similarly certified, is kept at the principal executive office of this Corporation.

IV. Officers

RESOLVED, that the following person is hereby elected to the offices set forth opposite his name:

President and Treasurer	Kevin Hickey
Vice President and Secretary	John Gilkey

FURTHER RESOLVED, that all the acts of the officers of the Corporation taken prior to date of these resolutions and prior to their appointment as officers of the Corporation be, and they hereby are, approved, ratified, and adopted as valid and binding acts of the Corporation; and

FURTHER RESOLVED, that the Corporation, to the full extent permitted by law, indemnify the officers against any and all damages, costs, or injury sustained in connection with the formation, organization, and business activities of the Corporation.

V. Bank Account

RESOLVED, that this Corporation establish in its name one or more deposit accounts with one or more banks, trust companies, or financial institutions; and

FURTHER RESOLVED, that the President of this Corporation and such other officers as he designates to be, and each hereby is, authorized to establish such an account or accounts, on terms and conditions as agreed upon with the financial institution, and to designate the terms upon which such financial institution shall be authorized to draw on such accounts, make deposits therein, or direct the investment of funds located therein.

VI. Fiscal Year

RESOLVED, that the fiscal year of this Corporation shall end on the 31st day of the month of December of each year.

VII. Issuance of Shares

RESOLVED, pursuant to the Plan of Conversion of Online Stores, LLC, the Board of Directors hereby approves the issuance of the following shares of no par value Common Stock of this Corporation, as authorized by its Certificate of Incorporation, in exchange for the consideration described below:

Name	Shares	Consideration
Online Stores Holdings, Inc.	6,000,000	Common Units of Online Stores, LLC
Valley Forge Flag Company	1,015,228	Series A Preferred Units of Online Stores, LLC
Total	7,015,228	

VIII. General Authority

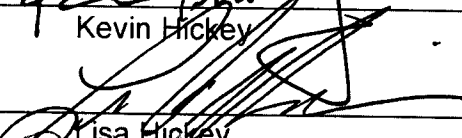
RESOLVED, that any and all actions heretofore taken by the officers of this Corporation within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation; and

FURTHER RESOLVED, that the officers of this Corporation be, and each hereby is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions, including without limitation any filings to secure exemptions from filing requirements under federal or state securities laws.

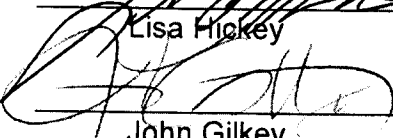
Dated as of June 30, 2021.



 Kevin Hickey



 Lisa Hickey



 John Gilkey

 Scott Liberman

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS
OF ONLINE STORES, LLC
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Managers of Online Stores, LLC, a Pennsylvania limited liability company (the "Company"), pursuant to authority to so act without a meeting in accordance with the Pennsylvania Uniform Limited Liability Company Act of 2016, does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below. This written consent of the Board of Managers is in lieu of a meeting of the Board of Managers of the Company, and all the actions taken herein shall have the same force and effect as if they were taken and adopted at a meeting of the Board of Managers of the Company.

I. Conversion

WHEREAS, the Board of Managers has determined that it is in the best interests of the Company to convert from a Pennsylvania limited liability company to a Pennsylvania corporation.

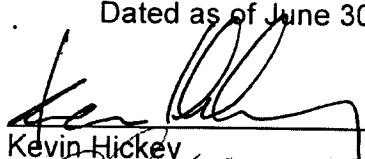
NOW, THEREFORE, BE IT RESOLVED, that the Plan of Conversion is adopted by the Board of Managers and shall be presented to the Members of the Company for approval; and


RESOLVED FURTHER, upon approval by the Members, is hereby adopted; that the Chief Executive Officer of the Company is hereby authorized and directed to file a Statement of Conversion with the Pennsylvania Department of State and to otherwise complete the conversion as set forth on the attached Plan of Conversion.

II. General Authority

RESOLVED, that any and all actions heretofore taken by the Chief Executive Officer of this Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company and that the Chief Executive Officer of this Company be, and is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.

Dated as of June 30, 2021.


Kevin Hickey


John Gilkey


Lisa Hickey


Scott Liberman

**UNANIMOUS WRITTEN CONSENT
OF THE HOLDERS OF SERIES A PREFERRED SHARES
OF
ONLINE STORES, LLC**

The undersigned, being all of the holders of Series A Preferred Shares of Online Stores, LLC, a Pennsylvania limited liability company (the "Company"), does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below.

I. Conversion

WHEREAS, the Board of Managers of the Company has determined that it is in the best interests of the Company to convert from a Pennsylvania limited liability company to a Pennsylvania corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Conversion presented is hereby adopted; and

RESOLVED FURTHER, that the Chief Executive Officer of the Company is hereby authorized and directed to file a Statement of Conversion with the Pennsylvania Department of State and to otherwise complete the conversion as set forth on the attached Plan of Conversion.

II. General Authority

RESOLVED, that any and all actions heretofore taken by the Chief Executive Officer of this Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company.

FURTHER RESOLVED, that the Chief Executive Officer of this Company be, and each hereby is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.

Dated as of June 30, 2021.

Liberman Holdings Corporation (as assignee of Valley Forge Flag Company, Inc.)

By: _____

Name: Scott Liberman

Title: Chief Executive Officer

**WRITTEN CONSENT
OF THE SOLE INCORPORATOR OF
ONLINE STORES, INC.**

June 30 2021

The undersigned, being the sole incorporator of Online Stores, Inc., a Pennsylvania corporation (the "Corporation"), pursuant to authority to so act without a meeting in accordance the Pennsylvania Business Corporations Law, does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below.

I. Directors

RESOLVED, that the following are hereby elected as Director to serve until their successor(s) are elected, or they are removed or resign:

Director and Chairman of the Board	Kevin Hickey
Director	Lisa Hickey
Director	John Gilkey
Director	Scott Liberman

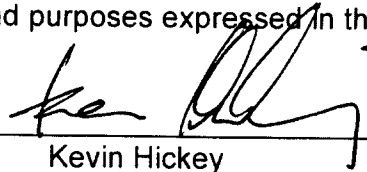
FURTHER RESOLVED, that the Corporation, to the full extent permitted by law, indemnify the directors against any and all damages, costs, or injury sustained in connection with the formation, organization, and business activities of the Corporation.

II. General Authority

RESOLVED, that any and all actions heretofore taken by the Corporation within the terms of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation; and

FURTHER RESOLVED, that the officers of this Corporation be, and each hereby is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.

Dated as of June 30, 2021



Kevin Hickey

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS
OF ONLINE STORES, LLC
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Managers of Online Stores, LLC, a Pennsylvania limited liability company (the "Company"), pursuant to authority to so act without a meeting in accordance with the Pennsylvania Uniform Limited Liability Company Act of 2016, does hereby consent to the taking of the following actions and does hereby adopt the resolutions set forth below. This written consent of the Board of Managers is in lieu of a meeting of the Board of Managers of the Company, and all the actions taken herein shall have the same force and effect as if they were taken and adopted at a meeting of the Board of Managers of the Company.

I. Conversion

WHEREAS, the Board of Managers has determined that it is in the best interests of the Company to convert from a Pennsylvania limited liability company to a Pennsylvania corporation.

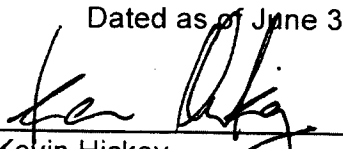
NOW, THEREFORE, BE IT RESOLVED, that the Plan of Conversion is adopted by the Board of Managers and shall be presented to the Members of the Company for approval; and

RESOLVED FURTHER, upon approval by the Members, is hereby adopted; that the Chief Executive Officer of the Company is hereby authorized and directed to file a Statement of Conversion with the Pennsylvania Department of State and to otherwise complete the conversion as set forth on the attached Plan of Conversion.

II. General Authority

RESOLVED, that any and all actions heretofore taken by the Chief Executive Officer of this Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company and that the Chief Executive Officer of this Company be, and is, authorized, directed, and empowered to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions.

Dated as of June 30, 2021.



Kevin Hickey




John Gilkey



Lisa Hickey

Scott Liberman

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input checked="" type="checkbox"/> Return document by mail to: PENNCORP SERVICEGROUP <hr/> Name <hr/> Address COUNTER PICK-UP <hr/> City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: penncorp@penncorp.net	Articles of Incorporation - For Profit DSCB: 15-1306/2102/2303/2702/2903/3101/3303/7102 (rev. 2/2017)  01236
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

- Check only one:
- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) | <input type="checkbox"/> Benefit (§ 3303) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) | <input type="checkbox"/> Cooperative (§ 7102) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) | |

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation," "incorporated," "limited," "company," or any abbreviation thereof. "Professional corporation" or "P.C." permitted for professional corporations*):

Online Stores, Inc.

2. Complete part (a) or (b) – not both:

(a) The address of this corporation's proposed registered office in this Commonwealth is:
(*post office box alone is not acceptable*)

<u>1000 Westinghouse Drive</u>	<u>New Stanton</u>	<u>PA</u>	<u>15672</u>	<u>Westmoreland</u>
Number and Street	City	State	Zip	County

(b) The name of this corporation's commercial registered office provider and the county of venue is:

c/o: _____

Name of Commercial Registered Office Provider _____ County _____

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. Check and complete one:

The corporation is organized on a nonstock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

10,000,000

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
Kevin Hickey	1000 Westinghouse Drive New Stanton, PA 15672

6. The specified future effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a *et seq.*)

9. *For Cooperative Corporation Only.*

Check and complete one:

- The corporation is a cooperative corporation and the common bond of membership among its members is: _____
- The corporation is a cooperative corporation and the common bond of membership among its shareholders is: _____

10. *Benefit corporations only*: This corporation shall have the purpose of creating general public benefit.

Strike out if inapplicable: This corporation shall have the purpose of creating the enumerated specific public benefit(s): _____

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

____ 1st day of _____ July _____, 2021.



Signature

Signature

Signature