

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM745393

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eibach Springs, Inc.		07/25/2019	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Eibach, Inc.		
Street Address:	264 Mariah Circle		
City:	Corona		
State/Country:	CALIFORNIA		
Postal Code:	92879		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4224787	PRO-KIT	
Registration Number:	2583628	SPORTLINE	
Registration Number:	2222287	SPORTLINE	
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:	714-641-5100		
Email:	trademarks@rutan.com		
Correspondent Name:	Lindsay Hulley c/o Rutan & Tucker, LLP		
Address Line 1:	18575 Jamboree Road		
Address Line 2:	9th Floor		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	102088.0005T		
NAME OF SUBMITTER:	Lindsay J. Hulley		
SIGNATURE:	/Lindsay J. Hulley/		
DATE SIGNED:	08/02/2022		
Total Attachments: 7			
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RESTATED
ARTICLES OF INCORPORATION
OF
EIBACH SPRINGS, INC.

FILED 246
Secretary of State
State of California
JUL 29 2019
IPC
SJM

JULIAN GILL and SIEGLINDE EIBACH certify that:

1. They are the chief executive officer and the secretary, respectively, of EIBACH SPRINGS, INC., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is EIBACH, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue two classes of shares, designated respectively "Common" and "Preferred". The total number of Common Shares authorized is 1,000,000 and the total number of Preferred Shares authorized is 2,000,000. The Preferred Shares may be issued from time to time in one or more series. Except with regards to the series A Preferred Stock, the Board of Directors is authorized to determine the designation and set the number of shares of any such series. Except with regards to the series A Preferred Stock, the Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares of any such series outstanding subsequent to the issue of shares of that series.)

IV

1. Designation of Amount

The initial series of Preferred Stock shall be designated "Series A Preferred Stock." The number of shares constituting the Series A Preferred Stock shall be 2,000,000 shares.

2. Dividends

- 2.1 Right to Dividends. The holders of the then outstanding Series A Preferred stock shall be entitled to receive cash dividends at the annual rate of ten cents per share, before any dividend is paid on Common Stock, when and as declared by the Board out of any funds legally available for such dividends. Such dividends may be payable in cash on the first day of each fiscal year with respect to the prior fiscal year. The right to such dividends on the Series A Preferred Stock shall not be cumulative, and no right shall accrue to holders of the Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.
- 2.2 Priority. Unless dividends on the Series A Preferred Stock at the foregoing annual rate for the current fiscal year shall have been paid or declared and a sum sufficient for the payment thereof set apart, (i) no dividend whatsoever (other than a dividend payable solely in Common Stock) shall be paid or declared, and no distribution shall be made, on any Common Stock, and (ii) no shares of Common Stock shall be purchased, redeemed or acquired by the Company and no money shall be paid into or set aside or made available for a sinking fund for the purchase, redemption or acquisition thereof; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from directors, officers, employees or consultants of the Company or any subsidiary pursuant to agreements under which the Company has the option to repurchase such shares upon the occurrence of certain events including the termination of employment or a consulting arrangement.

3. Liquidation Rights of Series A Preferred Stock

- 3.1 Preference on Series A Preferred Stock. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of each share of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, whether such assets are capital, surplus or earnings, before any payment or declaration and setting apart for payment of any amount shall be made in respect of the Common Stock, an amount equal to the aggregate Liquidation Value (as defined in the next sentence) of the Series A Preferred Stock. The Liquidation Value shall be \$1.10 per share of Series A Preferred Stock, plus an amount equal to all declared and unpaid dividends thereon, to and including the date full payment shall be tendered to the holders of the Series A Preferred Stock with respect to such liquidation, dissolution or winding up, and no more. If upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such shareholders of the full preferential amounts aforesaid, then all the assets of the Company to be distributed shall be distributed ratably among the holders of the Series A Preferred Stock based upon the aggregate Liquidation Value of the Series A Preferred Stock held by each holder.
- 3.2 Remaining Assets. After the payment or distribution of the full aggregate Liquidation Value, all the remaining assets available for distribution to shareholders shall be distributed ratably to the holders of the Common Stock, based upon the number of shares of Common Stock held by each holder.
- 3.3 Reorganization. A consolidation or merger of the Company with or into any other corporation or corporations or sale of all or substantially all the assets of the Company shall not be deemed a liquidation, dissolution or winding up of the Company as those terms are used in this Section 3.

4. Restriction on Redemption

The Company shall not have the right to call or redeem any or all of the Series A Preferred Stock; and the Company shall not purchase or otherwise acquire for value any outstanding shares of Series A Preferred Stock unless the Company makes an offer to all holders of Series A Preferred Stock to purchase such Stock from them pro rata, based on the number of such shares held by each such holder, at the same per share cash purchase price.

5. Voting Rights

Each holder of shares of Series A Preferred Stock shall be entitled to vote on all matters and, except as otherwise expressly provided herein, shall be entitled to one vote for each share of Series A Preferred Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken. Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

6. Conversion

Series A Preferred Stock shall not be convertible.

7. Restrictions and Limitations

The Company shall not amend its Articles of Incorporation without the approval, by vote or written consent, of the holders of more than 50% of the Series A Preferred Stock if such amendment would change any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of such Series A Preferred Stock. Without limiting the generality of the next preceding sentence, the Company will not amend its Articles of Incorporation without the approval by the holders of more than 50% of the Series A Preferred Stock if such amendment would:

(i) reduce the dividend rate on such Series A Preferred Stock provided for herein, or defer the date from which such dividends will accrue, or cancel accrued and unpaid dividends, or change the relative seniority rights of the holders of the Series A Preferred Stock as to the payment of dividends in relation to the holders of any other capital stock of the Company;

(ii) reduce the amount payable to the holders of the Series A Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Company, or change the relative seniority of the liquidation preferences of the holders of the Series A Preferred Stock to the rights upon liquidation of the holders of any other capital stock of the Company; or

(iii) authorize any other equity security senior to or on a parity with such Series A Preferred Stock.

8. Definitions

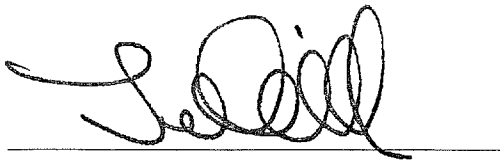
As used herein, the following words are defined as follows:

- (a) "Board" shall mean the Board of Directors of Eibach, Inc.
- (b) "Company" shall mean Eibach, Inc.
- (c) "Common Stock" shall mean the Common Stock of the Company.
- (d) "Series A Preferred Stock" shall mean the Series A Preferred Stock of the Company.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations code. The Corporation has 834,891 shares of Common Stock and 2,000,000 shares of Series A Preferred Stock issued and outstanding. The number of Common Shares and Series A Preferred Stock, respectively, voting in favor of the amendment equaled or exceeded the vote required. The percentage vote of the Common Stock required was more than 50%, and the percentage vote of Series A Preferred Stock required was more than 50%.

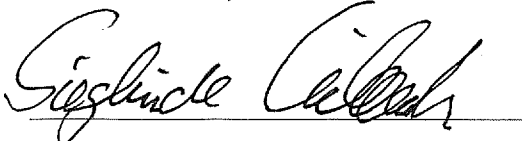
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.



Julian Gill, Chief Executive Officer

7.24.2019.

Date



Sieglinde Eibach, Secretary

7-25-2019

Date