

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM794005

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	04/29/2021		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mad Dogg Athletics, Inc.		04/29/2021	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mad Dogg Athletics, Inc.		
<b>Street Address:</b>	2111 Narcissus Ct.		
<b>City:</b>	Venice		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90291		
<b>Entity Type:</b>	Corporation: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5169204	SPIN4 CROHN'S & COLITIS CURES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	(424) 302-0692		
<b>Email:</b>	uspto@keatsgatien.com		
<b>Correspondent Name:</b>	Konrad Gatien		
<b>Address Line 1:</b>	120 S. El Camino Dr., Suite 207		
<b>Address Line 4:</b>	Beverly Hills, CALIFORNIA 90212		
<b>NAME OF SUBMITTER:</b>	Konrad Gatien		
<b>SIGNATURE:</b>	/s/		
<b>DATE SIGNED:</b>	03/13/2023		
<b>Total Attachments: 10</b>			
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page1.tif			
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page2.tif			
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page3.tif			
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page4.tif			
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page5.tif			

OP \$40.00 5169204

source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page6.tif  
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page7.tif  
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page8.tif  
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page9.tif  
source=Mad Dogg Athletics Inc - Articles of Merger (NV) - executed(4138039.1)#page10.tif



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

## Instructions for Articles of Conversion/Exchange/Merger

**IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.**

TYPE or PRINT the following information and submit the filing with Customer Order Instruction Form and payment:

In the title box of the form please indicate the type of filing being filed: Articles of Conversion, Exchange or Merger.

**1. ENTITY INFORMATION:** List the name of the Constituent Entity for a Conversion, Acquired Entity for an Exchange or the Merging Entity for a Merger in the field provided. The jurisdiction (state or country) and entity type (corporation, LLC, etc) must be indicated. If more than one entity is being acquired or merging please list the above information on an additional page.

**2. ENTITY INFORMATION:** List the name of the Resulting Entity for a Conversion, Acquiring Entity for an Exchange or the Surviving Entity for a Merger in the field provided. The jurisdiction (state or country) and entity type (corporation, LLC, etc) must be indicated.

**3. PLAN OF CONVERSION, EXCHANGE OR MERGER:** Indicate the location of the plan of conversion, exchange or merger. Select only one box.

**4. APPROVAL:** Indicate the approval of the plan of conversion, exchange or merger. If more than one entity is being acquired or merging please list the required information on an additional page.

Conversion: The approval statement for the plan of conversion is provided.

Or

Exchange or Merger: Please select the appropriate boxes (a, b, or c must be used by each entity within the exchange or merger).

List the entity names for the acquired or merging entity in the field provided.

List the entity names for the acquiring or surviving entity in the field provided.

**5. EFFECTIVE DATE AND TIME:** This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.

**6. FORWARDING ADDRESS FOR SERVICE OF PROCESS:** Indicate the name and forwarding address, if the resulting entity in the Conversion or the surviving entity in a Merger is a foreign entity.

**7. AMENDMENT TO ARTICLES OR CERTIFICATE OF SURVIVING ENTITY:** This section is for Mergers only. Indicate any amendments to the articles or certificate for the surviving entity, additional page(s) may be attached.

**8. DECLARATION:** This section is for an Exchange or Merger. If this is a merger, select only one box that applies.

**9. SIGNATURES STATEMENT:** Select the appropriate box for type of document being filed. If a conversion is selected, state the name of the constituent entity in the field provided.

**10. SIGNATURES:** If more than one entity is being acquired or merging please list the the entity name and authorizing signature on an additional page.

Exchange/Merger: list the name of the acquired or merging entity in the field provided and the required signature, title and date.

And

Exchange/Merger: list the name of the acquiring or surviving entity in the field provided and the required signature, title and date.

Or

Conversion: signature of constituent entity.

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity Information:</b> (Constituent, Acquired or Merging)	Entity Name: <input type="text" value="Mad Dogg Athletics, Inc."/> Jurisdiction: <input type="text" value="California"/> Entity Type*: <input type="text" value="corporation"/> <i>If more than one entity being acquired or merging please attach additional page.</i>
<b>2. Entity Information:</b> (Resulting, Acquiring or Surviving)	Entity Name: <input type="text" value="Mad Dogg Athletics, Inc."/> Jurisdiction: <input type="text" value="Nevada"/> Entity Type*: <input type="text" value="corporation"/>
<b>3. Plan of Conversion, Exchange or Merger:</b> (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
<b>4. Approval:</b> (If more than one entity being acquired or merging please attach additional approval page.)	<b>Exchange/Merger:</b> Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving  <input type="text" value="Mad Dogg Athletics, Inc."/> Name of acquired/merging entity <input type="text" value="Mad Dogg Athletics, Inc."/> Name of acquiring/surviving entity
<b>5. Effective Date and Time: (Optional)</b>	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 1 of 4  
 Revised: 1/1/2019



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

### 4. Approval

#### Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

#### Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

A. Owner's approval was not required from the:

Acquired/merging

Acquiring/surviving

B. The plan was approved by the required consent of the owners of:

Acquired/merging

Acquiring/surviving

C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Acquired/merging

Acquiring/surviving

Mad Dogg Athletics, Inc.

Name of acquired/merging entity

Mad Dogg Athletics, Inc.

Name of acquiring/surviving entity

### 4. Approval

#### Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

#### Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

A. Owner's approval was not required from the:

Acquired/merging

Acquiring/surviving

B. The plan was approved by the required consent of the owners of:

Acquired/merging

Acquiring/surviving

C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Acquired/merging

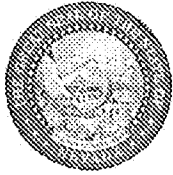
Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 2 of 4  
 Revised: 11/1/2019



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

**6. Forwarding Address for Service of Process:**  
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

N/A

Name \_\_\_\_\_ Country \_\_\_\_\_

Care of: \_\_\_\_\_

\_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip/Postal Code \_\_\_\_\_

**7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):**  
 (Merger only) \*\*

\*\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

**8. Declaration:**  
 (Exchange and Merger only)

**Exchange:**

The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

**Merger: (Select one box)**

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**9. Signature Statement: (Required)**

**Conversion:**  
 A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

\_\_\_\_\_

Name of constituent entity

Form will be returned if unsigned.  
 This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

**9. Signature Statement**  
 Continued: (Required)

**Exchange:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)  
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.  
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**Merger:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).  
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**10. Signature(s):**  
 (Required)

Mad Dogg Athletics, Inc.		
Name of acquired/merging entity		
X Signature (Exchange/Merger)	President Title	04/29/2021 Date
<i>If more than one entity being acquired or merging please attach additional page of information and signatures.</i>		
Mad Dogg Athletics, Inc.		
Name of acquiring/surviving entity		
X Signature (Exchange/Merger)	President Title	04/29/2021 Date
X _____ Signature of Constituent Entity (Conversion)	_____ Title	_____ Date

Please include any required or optional information in space below:  
 (attach additional page(s) if necessary)

Form will be returned if unsigned.  
 This form must be accompanied by appropriate fees.

Page 4 of 4  
 Revised: 1/1/2019

AGREEMENT AND PLAN OF MERGER OF

MAD DOGG ATHLETICS, INC.,  
A CALIFORNIA CORPORATION,

AND

MAD DOGG ATHLETICS, INC.,  
A NEVADA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of April 1, 2021, by and among Mad Dogg Athletics, Inc., a California corporation ("MD California"); Mad Dogg Athletics, Inc., a Nevada corporation ("MD Nevada") and, together with MD California, the "Constituent Corporations"; and John Robert Baudhuin, an individual (the "Shareholder") as the sole shareholder of each of the Constituent Corporations.

RECITALS:

A. MD California is a corporation duly incorporated and existing under the laws of the State of California. Pursuant to its Articles of Incorporation, MD California is authorized to issue only one class of stock, in a total of 100,000 shares of no par value (the "MD California Stock").

B. MD California is an "S corporation" within the meaning of Section 1361(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code") with a valid election in effect under Section 1362(a) of the Code (the "MD California S Election").

C. MD Nevada was formed on December 22, 2020 (the "MD Nevada Formation"). MD Nevada is authorized to issue 1,000 shares at \$1 par value (the "MD Nevada Stock").

D. As of the date hereof, and before giving effect to the transactions contemplated hereby, 5,000 shares of MD California Stock are issued and outstanding, all of which are held by the Shareholder; and 1,000 shares of MD Nevada Stock are issued and outstanding, all of which are held by the Shareholder.

E. The respective Boards of Directors of the Constituent Corporations have determined that, for the purpose of effecting the reincorporation of MD California in the State of Nevada, it is advisable and in the best interests of MD California and the Shareholder that MD California merge with and into MD Nevada upon the terms and conditions herein provided (the "Merger").

F. The effect of the Merger and the effective time of the Merger are as prescribed by law.



G. The respective Boards of Directors of the Constituent Corporations and the Shareholder have approved this Agreement and have directed that this Agreement be executed by the undersigned officers of the Constituent Corporations.

H. Immediately following the Merger, all of the Shareholder's shares of MD California Stock shall be converted into 1,000 shares of MD Nevada Stock, the separate existence of MD California will cease, MD Nevada shall inherit all of the liabilities of MD California, title to all real estate and other property owned by MD California will be vested in MD Nevada without reversion or impairment; the Shareholder will be liable for all the obligations of MD California existing at the time of the Merger, but only to the extent the Shareholder was liable before the Merger; and any proceeding pending against either Constituent Corporation may be continued as if the Merger had not occurred or MD Nevada may be substituted in the proceeding for MD California.

I. Immediately after the Transactions, (i) the Shareholder will hold 1,000 shares of MD Nevada Stock and no other MD Nevada Stock shall be issued and outstanding, (ii) no corporation other than MD Nevada will hold the property that was held by MD California immediately before the Merger and (iii) MD Nevada will not hold any property that it acquired from a corporation other than MD California.

J. The Merger is intended to occur as part of a "plan of reorganization" as defined in Treasury Regulations section 1.368-2(g), in which MD California is undergoing a "mere change in identity, form, or place of organization" (the "F Reorg") under Section 368(a)(1)(F) of the Code, Treasury Regulations Section 1.368-2(m) and Revenue Ruling 2008-18.

K. In accordance with Revenue Ruling 64-250 and Revenue Ruling 2008-18, the MD California S Election will not terminate and will continue for MD Nevada Corp (the "MD Nevada S Election") and, together with the MD Nevada Formation, the Merger, and the F Reorg, the "Transactions").

NOW THEREFORE, in consideration of the mutual covenants set forth herein, the Shareholder and the Constituent Corporations hereby agree as follows:

#### AGREEMENT:

1. Recitals Incorporated. The Recitals to this Agreement are hereby incorporated into this Agreement as if fully set forth herein.

2. Transactions. The Shareholder and the Constituent Corporations hereby consent to and adopt the Transactions and agree to take all actions necessary to effect the Transactions. The Shareholder and the Constituent Corporations hereby agree to prepare and file all income tax returns in accordance with the F Reorg, and the Parties shall not take any position inconsistent with the F Reorg on any tax return, or in the course of any audit, litigation or other proceeding with respect to income taxes, except as otherwise required by applicable law following a final determination by a court of competent jurisdiction or other final administrative decision by an applicable governmental body.

3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada.

4. Counterparts/Electronic Signatures. This Agreement may be executed in counterparts, all of which, when taken together, shall constitute one and the same original. Signatures on this Agreement sent via facsimile or electronic mail shall be deemed effective as original signatures.

[SIGNATURES BEGIN ON NEXT PAGE]

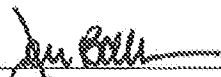
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the Effective Date.

**SHAREHOLDER:**

  
\_\_\_\_\_  
JOHN ROBERT BAUDHUIN

**MD CALIFORNIA:**

Mad Dogg Athletics, Inc.,  
a California corporation

By:   
\_\_\_\_\_  
Name: John Baudhuin  
Title: President and Secretary

**MD NEVADA:**

Mad Dogg Athletics, Inc.,  
a Nevada corporation


By:   
\_\_\_\_\_  
Name: John Baudhuin  
Title: President and Secretary

EXHIBIT A

Shareholders	Number of Shares of MD. California Stock	Number of Shares of MD. Nevada Shares	Shareholder Percentage
John Robert Baudhuin	5,000	1,000	100%
<b>TOTALS</b>	<b>5,000</b>	<b>1,000</b>	<b>100%</b>

Exhibit A to  
Agreement and Plan of Merger of  
Mad Dogg Athletics, Inc., a California corporation, and  
Mad Dogg Athletics, Inc., a Nevada corporation