

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM815651

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
REDEFINE NUTRITION, LLC		09/04/2020	Limited Liability Company: GEORGIA
RECEIVING PARTY DATA			
Name:	REDEFINE NUTRITION, INC.		
Street Address:	3615 Francis Circle, Suite 100		
City:	Alpharetta		
State/Country:	GEORGIA		
Postal Code:	30004		
Entity Type:	Corporation: GEORGIA		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	88407107	FINAFLEX KETO KOOKIES	
Serial Number:	88280414	PX	
Serial Number:	87925531	OATMEAL PROTEIN PIE	
Serial Number:	87820273	KETO HYDRATE	
Serial Number:	87633400	KETO HYDRATE	
Serial Number:	87484133	PX ULTRA	
Serial Number:	87323172	FF FINAFLEX	
Serial Number:	87210251	KETOTROPIN	
Serial Number:	87210083	PX KETOBURN	
Serial Number:	87091328	PENTA PHASE	
Serial Number:	86878572	FINAFLEX CLEAR PROTEIN	
Serial Number:	85849653	IRISINXD	
Serial Number:	85940606	STIMUL8	
Serial Number:	85718583	REDEFINE YOURSELF	
Serial Number:	77735663	FINAFLEX	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

OP \$390.00 88407107

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2025798383
Email: eperrott@gerbenlawfirm.com
Correspondent Name: Eric Perrott, Esq.
Address Line 1: 1050 Connecticut Ave. NW
Address Line 2: Suite 500
Address Line 4: Washington, D.C. 20036

NAME OF SUBMITTER:	Eric Perrott, Esq.
SIGNATURE:	/Eric Perrott, Esq./
DATE SIGNED:	06/07/2023

Total Attachments: 8
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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **08/03/2020** converting

REDEFINE NUTRITION, LLC.
a Domestic Limited Liability Company
to
REDEFINE NUTRITION, INC.
a Domestic Profit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **09/04/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**CERTIFICATE OF CONVERSION
(GEORGIA LLC TO CORPORATION)**

Pursuant to the provisions of O.G.C.A. §14-2-1109.2, REDEFINE NUTRITION, LLC, a domestic Georgia limited liability company duly formed and existing under the laws of the State of Georgia (the "Company"), does hereby submit this Certificate of Conversion as evidence of its election to become a Corporation through unanimous consent of the undersigned Members of the Company, said Members constituting the entirety of the members of the Company.

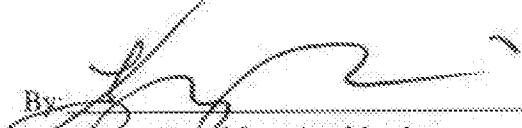
The effective date of this Certificate of Conversion shall be the latter of March 02, 2020 or the successful filing of this Certificate of Conversion with the office of the Secretary of State of Georgia, the same being approved pursuant to O.G.C.A. §14-2-1109.2(a) as set forth above.

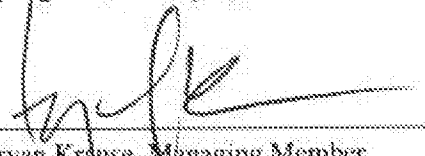
Contemporaneously herewith, the Articles of Incorporation of REDEFINE NUTRITION, INC. (the "Articles") have been submitted for filing in suitable form pursuant to O.G.C.A. §14-2-202, setting forth the name of the Corporation as REDEFINE NUTRITION, INC. (the "Corporation") in compliance with O.G.C.A. §14-2-401, and said Articles shall be the articles of incorporation of the Corporation hereby formed unless and until modified in accordance with all applicable laws.

The present ownership interests in the Company have been duly converted to 181.06971 Preferred Shares and 9,106.72277 Common Shares, in accordance with Article V, Section 1 of the Articles.

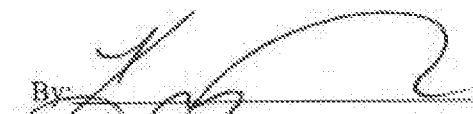
In acceptance of the foregoing, the entirety of the Members of the Company hereby execute this Certificate of Conversion below effective as of the 02nd day of March, 2020.

REDEFINE NUTRITION, LLC
a domestic Georgia limited liability company

By: 
Kyung Kim, Managing Member

By: 
Bryan Krause, Managing Member

Acknowledged and Assented to by:
REDEFINE NUTRITION, INC.
a domestic Georgia profit corporation

By: 
Kyung Kim, Incorporator
and Chairperson of the Board



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INTAKE DIVISION
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**ARTICLES OF INCORPORATION OF
REDEFINE NUTRITION, INC.**
a Georgia domestic profit corporation

The undersigned, Kyung Kim, hereby certifies on behalf of the Board of Directors of the Corporation that:

ONE: He is the duly appointed and acting President and Chief Executive Officer of, and duly elected and acting Chairperson of the Board Directors of REDEFINE NUTRITION, INC., a Georgia domestic profit corporation (the "Corporation"), duly formed, existing under, and governed by the laws of the State of Georgia.

TWO: He is serving as Incorporator hereunder and is located in Forsyth County, Georgia at 3615 Francis Circle, Suite 100, Alpharetta, GA 30004.

THREE: Pursuant to O.G.C.S Sections 14-2-202, *et seq.*, these Articles of Incorporation are duly authorized by the Corporation and read in full as follows:

**ARTICLE I
NAME**

The name of the corporation is REDEFINE NUTRITION, INC.

**ARTICLE II
PRINCIPAL EXECUTIVE OFFICE**

The principal executive office of the Corporation is located in Forsyth County, Georgia at 3615 Francis Circle, Suite 100, Alpharetta, GA 30004, or at such other location as the Board of Directors may, from time to time, designate. The registered agent of the Corporation shall be Greg Krause, located in Forsyth County, Georgia at 3615 Francis Circle, Suite 100, Alpharetta, GA 30004.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE VI
PURPOSES AND POWERS**

The purpose of this Corporation is to engage the production, distribution and sale of sports nutrition products and supplements, or any other lawful business as may, from time to time, be undertaken at the direction of the Board of Directors of the Corporation upon proper authorization by the Shareholders.

**ARTICLE V
NUMBER, TERMS AND VOTING RIGHTS OF SHARES**

SECTION 1. NUMBER AND CLASSES OF SHARES

The Corporation is authorized to issue, and has issued, two (2) classes of Shares designated, respectively, "Preferred Shares" and "Common Shares." The total number of shares the Corporation is authorized to issue, and has issued, is ten thousand (10,000) shares. Preferred Shares issued shall be 893.27723, each such share with a par value of U.S. \$828.41, and Common Shares issued shall be 9106.72277, each such share with a par value of U.S. \$828.41.

SECTION 2. TERMS OF PREFERRED SHARES

Preferred Shares shall be entitled to preferential dividends (the "Preferred Dividends"), rights and privileges, as particularly set forth in in these Articles of Incorporation and the Corporate Bylaws. The power and authority to make any and all rules and/or regulations concerning the creation and issue of shares of any number of classes, types, or series of shares of the Corporation, whether certificated or uncertificated, shall be reserved solely to the Shareholders holding not less than sixty-six and two-thirds percent (66.666%) of all then outstanding Preferred Shares entitled to vote at a meeting of Shareholders, voting as a class. This power shall extend to any and all subsidiaries of the Corporation and expressly applies to amendment of the Articles of Incorporation, including any made by, through, or pursuant to merger, consolidation, or otherwise.

SECTION 3. VOTING AND RIGHTS OF PREFERRED SHARES

Except as otherwise provided by applicable law, every Shareholder of Preferred Shares shall have the right at every Shareholders' meeting of the Corporation to one (1) vote for each Preferred Share standing in his, her, or its name in the share registry of the Corporation on the date established by the Board of Directors as the record date for determination of Shareholders entitled to vote at such meeting. Except with respect to elections of Preferred Class Directors, any Shareholders of Preferred Shares entitled to vote may vote part of his, her or its shares in favor of a proposal and either refrain from voting the remaining shares or vote them against the proposal.

Only the Shareholders of Preferred Shares shall be entitled to vote in the election of Preferred Class Directors. Whenever the Shareholders of Preferred Shares shall have the right, voting separately as a class, to elect Preferred Class Directors, the election, term of office, filling of vacancies, removal, and other features of such Preferred Class Director-ships may also be submitted in the vote to Preferred Shareholders but, if not, all features of such Preferred Class Director-ships shall be governed by the terms of the Corporate Bylaws. General voting protocols and proxies shall be governed by the Corporate Bylaws, as may, from time to time, be amended.

The Corporate Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, only by the Shareholders of Preferred Shares of the Corporation entitled to vote thereon at any annual or special meeting of the Shareholders. All such changes must be approved by the affirmative vote of the Shareholders holding not less than sixty-six and two-thirds percent (66.666%) of all then outstanding Preferred Shares entitled to vote at a meeting of Shareholders, voting as a class.

The Corporation shall not, without the approval of the Shareholders holding not less than sixty-six and two-thirds percent (66.666%) of the Preferred Shares, voting as a class:

- (a) Amend these Articles of Incorporation to create or authorize any class or series of shares ranking prior to or on a parity with the Preferred Shares with respect to payment of dividends or distribution on dissolution, liquidation, or winding up, or create or authorize any security convertible into shares of any such kind; or
- (b) Amend, alter, change, or repeal any of the express terms of the Preferred Shares, or of any series thereof, then outstanding in a manner prejudicial to the holders thereof;
- (c) Disburse dividends in any manner whatsoever in contravention of the corporate Bylaws;
- (d) Authorize the voluntary dissolution of the Corporation or any revocation of dissolution proceedings theretofore approved, authorize the sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, or approve any limitation of the term of existence of the Corporation; or merge or consolidate with another corporation in such manner that the Corporation does not survive as a continuing entity, if thereby the rights, preferences, or powers of the Preferred Shares would be adversely affected, or if there would thereupon be authorized or outstanding securities that the Corporation, if it owned all of the properties then owned by the resulting corporation, could not create without the approval of the Shareholders of the Preferred Shares; and/or
- (e) Perform any other act whatsoever in contravention of these Articles of Incorporation or the Corporate Bylaws.

SECTION 4. TERMS OF COMMON SHARES

Only when all Preferred Dividends accrued on all Preferred Shares entitled to such dividends, as particularly set forth in the Corporate Bylaws, shall have been paid or declared and set apart for payment, but not otherwise, the holders of Common Shares shall be entitled to receive dividends, when and as declared by the Board of Directors. In the event of any dissolution, liquidation, or winding up of the Corporation, the holders of the Common Shares shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, and the amounts to which the Shareholders of Preferred Shares may be entitled, to share ratably in the remaining net assets of the Corporation.

SECTION 5. VOTING AND RIGHTS OF COMMON SHARES

Except as otherwise provided by law, every Shareholder of Common Shares shall have the right at every Shareholders' meeting of the Corporation to one (1) vote for each Common Share standing in his, her or its name in the share registry of the Corporation on the date established by the Board of Directors as the record date for determination of Shareholders entitled to vote at such meeting. Except with respect to elections of Common Class Directors, any Shareholders of Common Shares entitled to vote may vote part of his, her or its shares in favor of a proposal and either refrain from voting the remaining shares or vote them against the proposal.

Only the Shareholders of Common Shares shall be entitled to vote in the election of Common Class Directors. The election, term of office, filling of vacancies, removal, and other features of such Common Class Director-ships shall be governed by the terms of the Corporate Bylaws. General voting protocols and proxies shall be governed by the Corporate Bylaws, as may, from time to time, be amended.

ARTICLE VI DIRECTORS

The Corporation shall be governed by a Board of Directors initially consisting of four (4) Directors and, in any event, no less than three (3) Directors; Directors need not be Shareholders of the Corporation. The Directors shall be divided into two (2) classes, designated as Preferred Class Directors and Common Class Directors. The initial number of Preferred Class Directors shall be two (2). The initial number of Common Class Directors shall be two (2).

The Preferred Class Directors shall, at no time, consist of less than one-half (1/2) of the total number of Directors constituting the entire Board of Directors. The Common Class Directors shall, at no time, consist of more than one-half (1/2) of the total number of Directors constituting the entire Board of Directors and, as nearly as may be practicable, at no time less than of one-third (1/3) of the total number of Directors constituting the entire Board of Directors. The Chairperson of the Board of Directors shall be elected from the Common Class Directors by vote of a majority of all members of the Board of Directors, or by default in the event of only one such individual.

In the event of a deadlock amongst the Directors on any matter, such deadlock shall be resolved in favor of such action affirmatively voted on by the majority of Preferred Class Directors. Should the Preferred Class Directors also be evenly split, so as not to resolve a particular deadlock, such deadlock shall be resolved in favor of such action affirmatively voted on by the Chairperson of the Board of Directors.

ARTICLE VI PREEMPTIVE RIGHTS

If the Board of Directors of the Corporation proposes to issue any additional Preferred Shares or Common Shares, or other equity securities of the Corporation that are convertible into or exchangeable for or exercisable for Preferred Shares or Common Shares of the Corporation (collectively, the "Additional Shares"), the Corporation shall promptly provide fourteen (14) days' prior written notice of the intended issuance to all Shareholders then holding any Preferred Shares of the Corporation from the initial offering of Preferred Shares, effective March 02, 2020. Such notice of the intended issuance of Additional Shares shall set forth the type, the number, and the dollar amount of consideration to be received by the Corporation for the Additional Shares. Each such Shareholder of initial Preferred Shares shall have the preemptive right to purchase any number of Additional Shares in any amount up to or equal with his, her, or its pro rata share of initial Preferred Shares held at the date of notice, at a cost equal to that at which the Additional Shares are being offered to others.

ARTICLE VIII LIMITATION ON LIABILITY

To the fullest extent permitted by applicable law, now in effect or as it may hereafter be amended, a Director and/or Officer of the Corporation shall have no personal liability to the Corporation or the Shareholders for monetary damages for any action taken or failure to take any action as a Director and/or Officer of the Corporation.

**ARTICLE VIII
AMENDMENT OF ARTICLES**

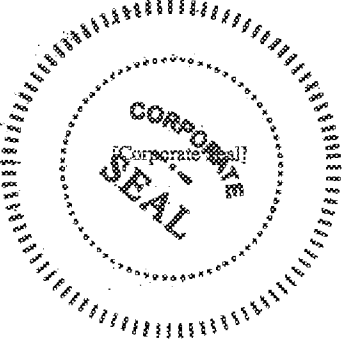
These Articles of Incorporation may be altered, amended, or repealed, or new Articles of Incorporation adopted, only by the Shareholders of Preferred Shares of the Corporation. Notwithstanding the fact that a lesser percentage may be specified by application law, in these Articles of Incorporation or the Corporate Bylaws, all such changes must be approved by the affirmative vote of the Shareholders holding not less than sixty-six and two-thirds percent (66.666%) of all then outstanding Preferred Shares entitled to vote at a meeting of Shareholders, voting as a class.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be signed by Kyung Kim, effective the 02nd day of March 2020.

REDEFINE NUTRITION, INC.,
a Georgia domestic profit corporation

By: 
Kyung Kim, Incorporator

3615 Francis Circle, Suite 100
Alpharetta, GA 30004
Forsyth County, Georgia





Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

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TRANSMITTAL INFORMATION FORM
GEORGIA CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: gregkrause@finaflex.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Corporation Type (check one only): [X] Profit [] Nonprofit [] Professional

Presently REDEFINE NUTRITION, LLC - filing for conversion to a domestic Profit Corporation

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

REDEFINE NUTRITION, INC.

Corporate Name (List exactly as it appears in articles of incorporation.)

2. Greg Krause

Name* of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)

3615 Francis Circle, Suite 100

Alpharetta

GA

30004

Address

City

State

Zip Code

gregkrause@finaflex.com

(470) 709-4381

Filer's Email Address

Telephone Number

3. Greg Krause

Name* of Registered Agent in Georgia

3615 Francis Circle, Suite 100

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Alpharetta

Forsyth

GA

30004

City

County

State

Zip Code

gregkrause@finaflex.com

Registered Agent's Email Address

4. Initial Annual Registration: A Georgia corporation incorporated between January 1 - October 1 must file its initial annual registration with the Secretary of State within 90 days after the day its articles of incorporation are filed with the Secretary of State; a Georgia corporation incorporated between October 2 - December 31 must file its initial annual registration with the Secretary of State between January 1 and April 1 of the year next succeeding the calendar year of its incorporation.

5. Mail the following items to the Secretary of State at the above address:

- (1) This Transmittal Information Form;
(2) The Articles of Incorporation; and
(3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Signature of Authorized Person

07/30/2020

Date

Greg Krause, Secretary & Registered Agent

Print Name*

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.