

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM817917

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Acceleration Products, Inc.		12/19/2018	Corporation: NORTH DAKOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Athletic Republic, Inc.		
<b>Street Address:</b>	3126 Quarry Road		
<b>Internal Address:</b>	Suite F		
<b>City:</b>	Park City		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84098		
<b>Entity Type:</b>	Corporation: NORTH DAKOTA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4329249	SUMMER OF SPEED	
<b>Registration Number:</b>	3499848	UNLEVEL THE PLAYING FIELD	
<b>Registration Number:</b>	3591951		
<b>Registration Number:</b>	3591950	ATHLETIC REPUBLIC	
<b>Registration Number:</b>	2829393	AIMS	
<b>Registration Number:</b>	2794177	A	
<b>Registration Number:</b>	2009600	A	
<b>Registration Number:</b>	2009589	A	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4049626300		
<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>	404-962-6444		
<b>Email:</b>	connie.charniak@millermartin.com		
<b>Correspondent Name:</b>	Charles W. Forlidas		
<b>Address Line 1:</b>	832 Georgia Avenue		
<b>Address Line 2:</b>	Suite 1200		
<b>Address Line 4:</b>	Chattanooga, TENNESSEE 37402		
<b>ATTORNEY DOCKET NUMBER:</b>	32997-0001		

CH \$215.00 4329249

<b>NAME OF SUBMITTER:</b>	Connie Charniak
<b>SIGNATURE:</b>	/Connie Charniak/
<b>DATE SIGNED:</b>	06/16/2023
<b>Total Attachments: 7</b> source=Articles of Amendment#page1.tif source=Articles of Amendment#page2.tif source=Articles of Amendment#page3.tif source=Articles of Amendment#page4.tif source=Articles of Amendment#page5.tif source=Articles of Amendment#page6.tif source=Articles of Amendment#page7.tif	

For Office Use Only

**-FILED-**

SOS Control ID#: 0000029233

Date Filed: 4/24/2020

**ARTICLES OF AMENDMENT  
OF  
ACCELERATION PRODUCTS, INC.**

Acceleration Products, Inc., a corporation organized and existing under and by virtue of the provisions of the North Dakota Business Corporation Act (the "Act"), does hereby certify as follows:

1. The name of this corporation is Acceleration Products, Inc. This corporation was originally incorporated under the name "Acceleration Products, Inc." The date of filing of the original Articles of Incorporation of the corporation with the Secretary of State of the State of North Dakota was August 7, 1990.

2. The Articles of Incorporation of the corporation, as previously amended, are hereby amended in their entirety to read as set forth in Exhibit A attached hereto.

4. The Amended Articles of Incorporation were duly approved by the Board of Directors of the corporation on December 3, 2018 in accordance with the Act.

5. The Amended Articles of Incorporation were duly approved by the shareholders of the corporation on December 19, 2018 in accordance with the Act.

6. The Amended Articles of Incorporation have been adopted pursuant to chapter 10-19.1 of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on December 19, 2018.

DocuSigned by:



000000000007407

\_\_\_\_\_  
Charlie Graves, President

B0268-8303 04/23/2020 Received by ND Secretary of State Alvin A. Jaeger

**EXHIBIT A**

**AMENDED ARTICLES OF INCORPORATION  
OF  
ACCELERATION PRODUCTS, INC.**

Pursuant to the provisions of Section 10-19.1-21 of the North Dakota Century Code, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I.

The name of this corporation, as reflected in the Articles of Incorporation on file with the Secretary of State is Acceleration Products, Inc.

II.

The following Amendments have been adopted pursuant to the provisions of the North Dakota Business Corporation Act, North Dakota Century Code Chapter 10-19.1.

**Article I of the Articles of Incorporation shall be amended** to change the name of the Corporation from Acceleration Products, Inc. to Athletic Republic, Inc.

**Article IV of the Articles of Incorporation shall be amended to read:**

AUTHORIZED SHARES.

The Corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is twenty thousand (20,000) shares, \$.01 par value. The total number of shares of Preferred Stock authorized to be issued is forty thousand (40,000) shares, \$.01 par value, twenty thousand (20,000) shares of which are designated as "Series A Preferred Stock", and twenty thousand (20,000) shares of which are designated as "Series B Preferred Stock".

**Article V of the Articles of Incorporation shall be amended to read:**

TERMS OF CLASSES AND SERIES.

The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock, the Series B Preferred Stock and the Common Stock are as follows:

1. Dividend Rights.

1.1 Dividends. In any calendar year, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive dividends, when, as and if declared by the Board of Directors, out of any assets at the time legally available therefor, at the rate of \$15 per share payable in preference and priority to any declaration or payment of any dividend or distribution on Series B Preferred Stock and Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding

shares of Series B Preferred Stock shall be entitled to receive dividends, when, as and if declared by the Board of Directors, out of any assets at the time legally available therefor, at the rate of \$15 per share payable in preference and priority to any declaration or payment of any dividend or distribution on Common Stock of the Corporation in such calendar year. The right to receive dividends on shares of Series A Preferred Stock and Series B Preferred Stock, whether or not declared, shall be cumulative.

1.2 Non-Cash Dividends. Whenever a dividend provided for in this Section 1 shall be payable in property other than cash, the value of such dividend shall be deemed to be the fair market value of such property as determined in good faith by the Board.

2. Liquidation Rights. In the event of any sale, liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets that may be legally distributed to the Corporation's stockholders (the "Available Funds and Assets") shall be distributed to stockholders in the following manner:

2.1 Liquidation.

(a) The holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Series B Preferred Stock and the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to 3.5 times the Series A Preferred Original Issue Price, plus any dividends accrued but unpaid on such share of Series A Preferred Stock. If the Available Funds and Assets are insufficient to permit the payment to such holders of Series A Preferred Stock of the full amounts specified in this Section 2.1(a), then the Available Funds and Assets shall be distributed *pro rata* among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2.1(a). The "Series A Preferred Original Issue Price" shall mean \$300 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock.

(b) After the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series B Preferred Stock held by them equal to 2.5 times the Series B Preferred Original Issue Price, plus any dividends accrued but unpaid on such share of Series B Preferred Stock. If the Available Funds and Assets are insufficient to permit the payment to such holders of Series B Preferred Stock of the full amounts specified in this Section 2.1(b), then the Available Funds and Assets shall be distributed *pro rata* among the holders of the Series B Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2.1(b). The "Series B Preferred Original Issue Price" shall mean \$300 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series B Preferred Stock.

(c) After the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock and Series B Preferred Stock, the remaining Available Funds and Assets shall be paid to the holders of the then outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Common Stock pro rata, according to the number of outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Common Stock held by each holder thereof.

2.2 Merger or Sale of Assets. Each of the following transactions shall be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this Section 2: (a) any reorganization, consolidation, merger or similar transaction or series of related transactions (each, a “*Combination Transaction*”) in which the Corporation is a constituent corporation or is a party if, as a result of such Combination Transaction, the voting securities of the Corporation that are outstanding immediately prior to the consummation of such Combination Transaction (other than any such securities that are held by an “*Acquiring Stockholder*”, as defined below) do not represent, or are not converted into, securities of the surviving corporation of such Combination Transaction (or such surviving corporation’s parent corporation if the surviving corporation is owned by the parent corporation) that, immediately after the consummation of such Combination Transaction, together possess at least a majority of the total voting power of all securities of such surviving corporation (or its parent corporation, if applicable) that are outstanding immediately after the consummation of such Combination Transaction, including securities of such surviving corporation (or its parent corporation, if applicable) that are held by the *Acquiring Stockholder*; or (b) a sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation that is followed by the distribution of the proceeds to the Corporation’s stockholders. For purposes of this Section 2.2, an “*Acquiring Stockholder*” means a stockholder or stockholders of the Corporation that (i) merges or combines with the Corporation in such Combination Transaction or (ii) owns or controls at least a majority of another corporation that merges or combines with the Corporation in such Combination Transaction.

2.3 Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined by the Board in good faith.

3. Redemption. Shares of Series A Preferred Stock, Series B Preferred Stock and Common Stock shall not be redeemable by the Corporation, except for the repurchase by the Corporation of shares: (a) held by employees, officers, directors, consultants, independent contractors, advisors, or other persons performing services for the Corporation or a subsidiary that are subject to restricted stock purchase agreements or stock option exercise agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or services; (b) pursuant to the Corporation’s exercise of a right of first refusal to repurchase such shares; (c) in connection with the settlement of disputes with any stockholder so long as such repurchases are approved by the Board; or (d) any other repurchase approved by the Board and the holders of a majority of the outstanding shares of Series A Preferred Stock.

4. Conversion Rights. The outstanding shares of Series A Preferred Stock and Series B Preferred Stock shall not be convertible into Common Stock.

5. Series A Preferred Stock Protective Provisions. So long as shares of Series A Preferred Stock are issued and outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent as provided by law) of the holders of at least a majority of Series A Preferred Stock then outstanding, voting as a separate series:

(a) liquidate, dissolve or wind-up the business and affairs of the Corporation or effect any liquidation event;

(b) amend, alter or repeal any provision of the Articles of Incorporation or Bylaws of the Corporation;

(c) purchase or redeem or pay any dividend on any shares of capital stock of the Corporation other than repurchases of stock from former employees or consultants in connection with the cessation of such employment or services, at the lower of fair market value or cost;

(d) sell, transfer, license, pledge or encumber any technology or intellectual property of the Corporation, other than licenses granted in the ordinary course of business;

(e) change the authorized number of directors serving on the Board.

(f) incur aggregate indebtedness in excess of \$50,000 other than trade credit incurred in the ordinary course of business;

(g) make any loan or advance to, or own any stock or other securities of, any subsidiary or other corporation, partnership, or other entity unless it is wholly owned by the Corporation;

(h) make any loan or advance to any person, including any employee or director, except advances and similar expenditures in the ordinary course of business;

(i) guarantee any indebtedness except for trade accounts of the Corporation or any subsidiary arising in the ordinary course of business;

(j) hire, fire, or change the compensation of the executive officers of the Corporation, including approving any option plans or increasing the number of shares authorized for issuance under any existing option plans; or

(k) change the principal business of the Corporation, enter new lines of business, or exit the current line of business.

6. Voting Rights. Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock shall vote together and not as separate classes. Each outstanding share

of Series A Preferred Stock, Series B Preferred Stock and Common Stock shall be entitled to one (1) vote.

**Article VI of the Articles of Incorporation shall be amended to read:**

**LIABILITY AND INDEMNIFICATION**

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the Act, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the Corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified as authorized by the Act and this Article. The Corporation may, to the fullest extent permitted by the Act, purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability which may be asserted against such person. To the fullest extent permitted by the Act, the indemnification provided herein shall include expenses (including attorneys fees), judgments, fines and amounts paid in settlement and, in the manner provided by the Act, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Act, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of this Article VI shall adversely affect any right or protection of a director of the Corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

**Article VII of the Articles of Incorporation shall be amended to read:**

**PRINCIPAL EXECUTIVE OFFICE.**

The address of the principal executive office of the Corporation is 3126 Quarry Road, Suite F, Park City, Utah 84098.

**Article VIII shall be added to the Articles of Incorporation and shall read:**



REGISTERED AGENT

The name and address of the registered agent of the Corporation in the State of North Dakota are: Nilles, Selbo & Harrie, Ltd., 1800 Radisson Tower, 201 5<sup>th</sup> Street N, Fargo, North Dakota 58101-2626.

Dated: December 19, 2018

B0268-8309 04/23/2020 Received by ND Secretary of State Alvin A. Jaeger