

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM836457

| | | | |
|---|----------------------------------|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| New Earth, Inc. | | 01/15/2021 | Corporation: |
| RECEIVING PARTY DATA | | | |
| Name: | New Earth, LLC | | |
| Street Address: | 2001 S. Laredo St. | | |
| City: | San Antonio | | |
| State/Country: | TEXAS | | |
| Postal Code: | 78207 | | |
| Entity Type: | Limited Liability Company: TEXAS | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4454183 | NEW EARTH | |
| Registration Number: | 4454180 | NEW EARTH | |
| Registration Number: | 5662962 | TOP SHELF | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2108869883 | | |
| <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: | 2108869500 | | |
| Email: | emarvin@gunn-lee.com | | |
| Correspondent Name: | Edward Marvin | | |
| Address Line 1: | 8023 Vantage Dr., Suite 1500 | | |
| Address Line 4: | San Antonio, TEXAS 78230 | | |
| NAME OF SUBMITTER: | Edward B. Marvin | | |
| SIGNATURE: | /Edward B. Marvin/ | | |
| DATE SIGNED: | 09/01/2023 | | |
| Total Attachments: 6 | | | |
| source=00425099#page1.tif | | | |
| source=00425099#page2.tif | | | |
| source=00425099#page3.tif | | | |
| source=00425099#page4.tif | | | |

OP \$90.00 4454183

source=00425099#page5.tif

source=00425099#page6.tif

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

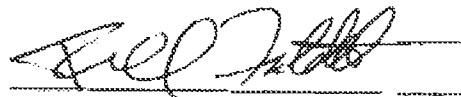
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: January 15, 2021



Russell Faldik, President

Signature and title of authorized person on behalf of the converting entity

Form 205
(Revised 05/11)

This space reserved for office use.



Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300

**Certificate of Formation
Limited Liability Company**

Article 1 -- Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

New Earth, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 -- Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

| | | | |
|-------------------|-------------|------------------|---------------|
| Russell | | Faldik | |
| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | <i>Suffix</i> |

C. The business address of the registered agent and the registered office address is:

| | | | |
|-----------------------|-------------|--------------|-----------------|
| 2001 S. Laredo St. | San Antonio | TX | 78207 |
| <i>Street Address</i> | <i>City</i> | <i>State</i> | <i>Zip Code</i> |

Article 3--Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

| | | | |
|---|-------------|------------------|-------------------------|
| GOVERNING PERSON 1 | | | |
| NAME (Enter the name of either an individual or an organization, but not both) | | | |
| IF INDIVIDUAL | | | |
| Russell | | Faldik | |
| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | <i>Suffix</i> |
| OR | | | |
| IF ORGANIZATION | | | |
| <i>Organization Name</i> | | | |
| ADDRESS | | | |
| 2001 S. Laredo St. | San Antonio | TX | USA 78207 |
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country Zip Code</i> |

| GOVERNING PERSON 2 | | | | | | |
|---|-------------|------------------|--|---------------|----------------|-----------------|
| NAME (Enter the name of either an individual or an organization, but not both.) | | | | | | |
| IF INDIVIDUAL | | | | | | |
| Neal | | Leonard | | | | |
| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | | <i>Suffix</i> | | |
| OR | | | | | | |
| IF ORGANIZATION | | | | | | |
| <i>Organization Name</i> | | | | | | |
| ADDRESS | | | | | | |
| 2001 S. Laredo St. | | San Antonio | | TX | USA | 78207 |
| <i>Street or Mailing Address</i> | | <i>City</i> | | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |

| GOVERNING PERSON 3 | | | | | | |
|---|-------------|------------------|--|---------------|----------------|-----------------|
| NAME (Enter the name of either an individual or an organization, but not both.) | | | | | | |
| IF INDIVIDUAL | | | | | | |
| | | | | | | |
| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | | <i>Suffix</i> | | |
| OR | | | | | | |
| IF ORGANIZATION | | | | | | |
| <i>Organization Name</i> | | | | | | |
| ADDRESS | | | | | | |
| | | | | | | |
| <i>Street or Mailing Address</i> | | <i>City</i> | | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The entity is a converted entity formed under a plan of conversion. The converting entity is New Earth, Inc., a Texas corporation, with a principal place of business located at 2001 S. Laredo St., San Antonio, Texas 78207. The converting corporation was created on October 29, 2007.

Please see Addendum A attached hereto.

Organizer

The name and address of the organizer:

Russell Faldik

Name

2001 S. Laredo St.

Street or Mailing Address

San Antonio

City

TX 78207

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: January 15, 2021



Signature of organizer

Russell Faldik

Printed or typed name of organizer

ADDENDUM A

Article 5 -- Indemnification

The company shall, to the fullest extent permitted by applicable law, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the company, or by any member) by reason of the fact that he or she is or was a manager of the company or is or was serving at the request of the company as a manager, or officer, by virtue of acts performed by such person or omitted to be performed by such person, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or it in connection with such action, suit or proceeding, and the company shall reimburse each such person for any legal or other expenses reasonably incurred by such person in connection with investigating, defending or preparing to defend against any such action, suit or proceeding; provided, however, that the company shall not be liable to any such person to the extent that in the final judgment of a court of competent jurisdiction such claim is found to arise from such person's breach of his fiduciary duties, and his breach of those duties involved intentional misconduct, fraud or a knowing violation of law. The right to indemnification under this Article 5 shall be a contract right and shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the Company Agreement or any law, agreement, vote of members or disinterested managers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article 6 - Company Agreement

The initial members and/or managers of the company shall adopt the Company Agreement; provided, however, that the failure to adopt the Company Agreement prior to the date on which the Secretary of the State of Texas issues a Certificate of Formation shall not affect the company's commencement of existence on such date. The Company Agreement shall provide for all the terms and conditions for the regulation and management of the affairs of the company not inconsistent with applicable law or with this Certificate of Formation. The power to adopt, alter, amend or repeal the Company Agreement shall be vested in the members of the company unless vested in whole or part in the managers of the company by the Company Agreement.

Article 7 - Exemption of Managers from Liability

No manager shall be liable to the company or its members for monetary damages for an act or omission in such person's capacity as a manager, except for liability for (a) a breach of such manager's duty of loyalty to the company or its members, (b) an act or omission not in good faith that constitutes a breach of duty of such manager to the company or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which such manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such manager's position, or (d) an act or omission for which the liability of a manager is expressly provided for by an applicable statute. If the TBOC or other applicable law is amended to authorize action further eliminating or limiting the liability of a manager, then the liability of a manager shall be eliminated or limited to the fullest extent permitted by the TBOC or other applicable law, as so amended.

TRADEMARK