

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM846924

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Pretzels, LLC		09/29/2023	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pretzels, Inc.		
<b>Street Address:</b>	19 East Chocolate Avenue		
<b>City:</b>	Hershey		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17033		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1310328	HARVEST ROAD	
<b>Registration Number:</b>	3067241	HARVEST ROAD	
<b>Registration Number:</b>	2592916	SPINZELS	
<b>Registration Number:</b>	5049308		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4048156555		
	<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>	404-815-6500		
<b>Email:</b>	byates@kilpatricktownsend.com		
<b>Correspondent Name:</b>	Barbara Yates, Paralegal		
<b>Address Line 1:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 2:</b>	c/o Kilpatrick Townsend & Stockton LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-4528		
<b>ATTORNEY DOCKET NUMBER:</b>	1295049		
<b>NAME OF SUBMITTER:</b>	Barbara Yates		
<b>SIGNATURE:</b>	/Barbara Yates/		
<b>DATE SIGNED:</b>	10/18/2023		
<b>Total Attachments: 7</b>			

OP \$115.00 1310328

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "PRETZELS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PRETZELS, LLC" TO "PRETZELS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2023, AT 10:05 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF OCTOBER, A.D. 2023 AT 9:30 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

7032331 8100V  
SR# 20233611060

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204276731  
Date: 09-29-23

**TRADEMARK**  
**REEL: 008232 FRAME: 0053**


**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION**

(Pursuant to Section 265 of the Delaware General Corporation Law)

Pretzels, LLC, a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify:

1. The jurisdiction where the Limited Liability Company first formed, and the jurisdiction immediately prior to filing this Certificate, is the State of Delaware.
2. The date the Limited Liability Company was first formed is August 27, 2018.
3. The name of the Limited Liability Company immediately prior to filing this Certificate is Pretzels, LLC.
4. This Certificate of Conversion shall be effective as of 9:30 a.m. (Eastern Time) on October 2, 2023.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Pretzels, Inc.

**Pretzels, LLC**

By:   
Name: Kristoffel F. Meulen  
Title: President and CEO

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PRETZELS, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2023, AT 10:05 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE SECOND DAY OF OCTOBER, A.D. 2023 AT 9:30 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

7032331 8100V  
SR# 20233611060

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204276731  
Date: 09-29-23

**TRADEMARK**  
**REEL: 008232 FRAME: 0055**

**CERTIFICATE OF INCORPORATION**

**OF**

**PRETZELS, INC.  
(a Delaware corporation)**

**ARTICLE I  
NAME**

The name of the corporation is Pretzels, Inc. (the "*Corporation*").

**ARTICLE II  
AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent of this Corporation at such address in the State of Delaware is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*DGCL*").

**ARTICLE IV  
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares of Common Stock that the Corporation shall have authority to issue is 1,000 shares, and each such share shall have a par value of \$0.01.

**ARTICLE V  
BOARD POWER REGARDING BY-LAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "*Board of Directors*") is expressly authorized to adopt, make, repeal, alter, amend and rescind any or all of the by-laws of the Corporation (the "*By-Laws*") or adopt new By-Laws, in each case, subject to any express provisions or restrictions contained in the By-Laws with respect to such actions.

**ARTICLE VI  
BOARD POWER REGARDING CERTIFICATE OF INCORPORATION**

The Board of Directors shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation of the Corporation (this "*Certificate of Incorporation*") or the By-Laws, from time to time, to amend, alter, or repeal any provision of this Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director, officer or stockholder of the Corporation by this Certificate of Incorporation or any amendment thereof are conferred subject to such right.

**ARTICLE VII  
ELECTION OF DIRECTORS**

Election of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide. The initial directors of the Corporation shall be: Lauren Lacey, Kristoffel F. Meulen and Kathleen S. Purcell.

**ARTICLE VIII  
LIABILITY**

To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director or officer. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**ARTICLE IX  
FORUM**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have subject matter jurisdiction, the federal district court for the State of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee, or stockholder of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation, or the Bylaws (as either may be amended or restated) or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding

any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this ARTICLE IX.

**ARTICLE X  
INCORPORATOR**

The name and mailing address of the incorporator are as follows:

Lauren Lacey  
19 East Chocolate Avenue  
Hershey, Pennsylvania 17033

**ARTICLE XI  
EFFECTIVE TIME**

This Certificate of Incorporation shall become effective as of 9:30 a.m. Eastern Time on October 2, 2023.

[The remainder of this page has been intentionally left blank.]



**THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, does make and file this Certificate of Incorporation.

*Lauren Lacey*

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Lauren Lacey, Authorized Signatory