

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM847194

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/31/2022		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cardinal Associates, Inc.		12/21/2022	Corporation: WASHINGTON
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Albion Laboratories, Inc.	12/21/2022	Corporation: UTAH	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Albion Laboratories, Inc.		
<b>Street Address:</b>	67 South Main Street, Suite 200		
<b>Internal Address:</b>	Attn: Kylie Jones		
<b>City:</b>	Layton		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84041		
<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>	2706541	OPTIMISM	
<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>	8018201128		
<b>Email:</b>	kjones@balchem.com		
<b>Correspondent Name:</b>	Kylie Jones		
<b>Address Line 1:</b>	67 South Main Street, Suite 200		
<b>Address Line 4:</b>	Layton, UTAH 84041		
<b>NAME OF SUBMITTER:</b>	Kylie Jones		
<b>SIGNATURE:</b>	/Kylie Jones/		
<b>DATE SIGNED:</b>	10/19/2023		

OP \$40.00 2706541

**Total Attachments: 8**

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page1.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page2.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page3.tif

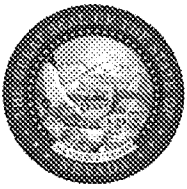
source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page4.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page5.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page6.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page7.tif

source=Albion-Cardinal Articles of Merger NV - 12-21-2022 - Executed#page8.tif



# Articles of Conversion/Exchange/Merger

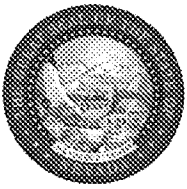
## NRS 92A.200 and 92A.205

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="Cardinal Associates, Inc."/> Jurisdiction: <input type="text" value="Washington"/> Entity Type*: <input type="text" value="WA Profit 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="Albion Laboratories, 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 checked="" type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input 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 checked="" 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="Cardinal Associates, Inc."/> Name of acquired/merging entity <input type="text" value="Albion Laboratories, Inc."/> Name of acquiring/surviving entity
<b>5. Effective Date and Time:</b> (Optional)	Date: <input type="text" value="12/31/2022"/> Time: <input type="text" value="11:59pm"/> (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.



# 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

.....

Name of acquired/merging entity

.....

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.

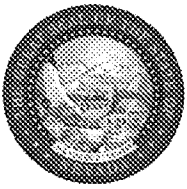
- Acquired/merging
- Acquiring/surviving

.....

Name of acquired/merging entity

.....

Name of acquiring/surviving entity



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)

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).

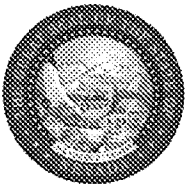
**9. Signature Statement: (Required)**

**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:

- 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).
- 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



BARBARA K. CEGAUSKE  
 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)**

Cardinal Associates, Inc.  
 Name of acquired/merging entity

X  Assistant Secretary 12/21/2022  
 Signature (Exchange/Merger) Title Date

*If more than one entity being acquired or merging please attach additional page of information and signatures.*

Albion Laboratories, Inc.  
 Name of acquiring/surviving entity

X  Assistant Secretary 12/21/2022  
 Signature (Exchange/Merger) Title 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)



\*230305\*



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

# Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested:  Regular  24-Hour Expedite (additional fee included)

Name of Entity:  Date:

Return to:

Contact Name:  Phone:

**Return Delivery:** (email or fax options do not receive a copy via mail; must be ordered separately)

Email to:   Fax to:

Hold for Pick Up  Mail to Address Above  FedEx: Acct #

Other: (explain below)

**Order Description:** (include items being ordered and fee breakdown)\*

Articles of Merger - \$350.00  
24 Hour Expedite - \$125.00

**\*PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **\$2.00** per page (plus **\$30.00** for each certification).

Total Amount:

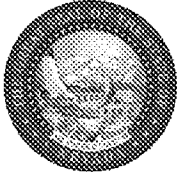
Method of Payment:

Check/Money Order  Credit Card (attach ePayment checklist)  Trust Account:

Use balance remaining in job #



\*230105\*



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

# ePayment Checklist

(For Counter, Fax and Mail Requests)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Service Type:  Counter  Mail  Fax

Order Processing Requested: (Expedite Processing Requires Additional Fees)

Regular Processing  24-HOUR Expedite  2-HOUR Expedite  1-HOUR Expedite

## Payment by Card *(card holder name and billing address required below)*

Card Type:  VISA  MasterCard  Discover  American Express

Customer Credit Card Number:

3	7	9	6	4	2	6	2	0	5	9	2	0	0	8	
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	--

V CODE\*

7	7	5	2
---	---	---	---

\* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards  
4-digit number found on the front right side of American Express card.

**NOTICE:** For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.

Credit Card Expiration Date: Month  Year

Amount to Charge Card: USD \$

## Order Information *(required)*

Entity Name/Order Reference:

### Card Holder Information:

Name as it Appears on the Account

Billing Address

City, State, Zip

Telephone  Ext

## Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

Kylie Jones  
Authorized Signature

Not to Exceed Amount: USD \$



**PLAN OF MERGER**  
**of**  
**Cardinal Associates, Inc.**  
**(a Washington corporation)**

**with and into**

**Albion Laboratories, Inc.**  
**(a Nevada corporation)**

THIS PLAN OF MERGER (this "Plan") provides for the merger of Cardinal Associates, Inc., a Washington corporation ("CARDINAL") with and into Albion Laboratories, Inc., a Nevada corporation ("ALBION").

**BACKGROUND:**

A. ALBION is a corporation duly organized and existing under the laws of the State of Nevada.

B. CARDINAL is a corporation duly organized and existing under the laws of the State of Washington, and ALBION owns 100% of the issued and outstanding capital stock in CARDINAL.

C. The Board of ALBION has determined that it is advisable and in the best interests of ALBION and CARDINAL that CARDINAL merges with and into ALBION upon the terms and conditions herein provided.

The method of implementation, terms, conditions and effects of the merger contemplated by this Plan are as follows:

**1. ARTICLE 1 – MERGER**

1.1. Merger. In accordance with the provisions of this Plan, the Nevada Revised Statutes, and the Washington Business Corporation Act, CARDINAL shall be merged with and into ALBION (the "Merger") and the separate existence of CARDINAL shall cease. The surviving company, ALBION, is herein sometimes referred to as the "Surviving Corporation."

1.2. Filing and Effectiveness. The Merger shall become effective as of 11:59 pm PST on December 31, 2022 (the "Effective Time"). The officers of ALBION and CARDINAL (the "Authorized Persons") are hereby authorized and directed, in the name and on behalf of ALBION and CARDINAL (as applicable), to file appropriate Articles of Merger with the Secretary of State of the State of Nevada and Articles of Merger with the Secretary of State for the State of Washington, and to pay the requisite filing fees therefor.

1.3. Effect of the Merger. Upon the Effective Time, the separate existence of CARDINAL shall cease and ALBION, as the Surviving Corporation (i) shall be subject to all

actions previously taken by CARDINAL'S Board of Directors, (ii) shall succeed, without the necessity of other transfer, to all of the assets, rights, powers and property of CARDINAL, (iii) shall continue to be subject to all of the debts, liabilities and obligations of ALBION as constituted immediately prior to the Effective Time, and (iv) shall succeed, without the necessity of other transfer, to all of the debts, liabilities and obligations of CARDINAL in the same manner as if ALBION had itself incurred them, all as more fully provided under the applicable provisions of the Nevada Revised Statutes.

## **2. ARTICLE 2 – ORGANIZATIONAL DOCUMENTS, DIRECTORS AND OFFICERS**

2.1. Bylaws. The Bylaws of ALBION as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. Directors and Officers. The directors and officers of ALBION immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **3. ARTICLE 3 – EFFECT ON STOCK**

3.1. CARDINAL Shares. Upon the Effective Time, each share of capital stock of CARDINAL issued and outstanding or held in treasury immediately prior thereto shall, by virtue of the Merger and without any action by CARDINAL, owned by any party other than ALBION, shall be cancelled.

## **4. ARTICLE 4 – GENERAL**

4.1. Implementation of Plan. The officers and directors of ALBION and CARDINAL shall carry out and consummate this Plan, and in connection therewith are fully authorized in the name and on behalf of ALBION and CARDINAL (as applicable) to adopt all resolutions, execute all documents, file all papers, pay all fees and take all other action they deem necessary or desirable or convenient or proper for the purpose of effecting the transactions contemplated by this Plan.

4.2. Amendment. The Board of Directors of ALBION may amend or terminate this Plan at any time prior to the Effective Time.

4.3. Governing Law. This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Nevada and, so far as applicable, the merger provisions of the Nevada Revised Statutes.

4.4. Date of Adoption. This Plan has been approved and adopted by the Board of Directors of ALBION on Dec 20, 2022.