

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ANIMAL COMPASSION FOUNDATION		02/29/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GLOBAL ANIMAL PARTNERSHIP		
Street Address:	P.O. Box 21484		
City:	Washington		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20009		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3424114	ANIMAL COMPASSION FOUNDATION	
Registration Number:	3419918	ANIMAL COMPASSION FOUNDATION	
CORRESPONDENCE DATA			
Fax Number:	2128225096		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	nbrowand@milbank.com		
Correspondent Name:	Milbank, Tweed, Hadley & McCloy LLP		
Address Line 1:	One Chase Manhattan Plaza		
Address Line 2:	Attn: Nathaniel T. Browand		
Address Line 4:	New York, NEW YORK 10005		
NAME OF SUBMITTER:	Miyun Park		
Signature:	/Miyun Park/		
Date:	05/04/2012		

OP \$65.00 3424114

TRADEMARK

**Total Attachments: 8**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GLOBAL ANIMAL PARTNERSHIP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

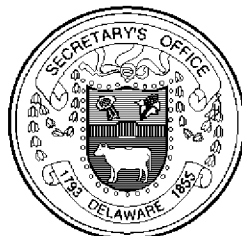
CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2005, AT 1:58 O'CLOCK P.M.


CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ANIMAL COMPASSION FOUNDATION" TO "GLOBAL ANIMAL PARTNERSHIP", FILED THE THIRD DAY OF MARCH, A.D. 2008, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GLOBAL ANIMAL PARTNERSHIP".

3917069 8100H

090828613



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7507962

DATE: 09-02-09

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

TRADEMARK  
REEL: 004772 FRAME: 0783

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:58 PM 01/25/2005  
FILED 01:58 PM 01/25/2005  
SRV 050060643 - 3917069 FILE

**STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
OF  
ANIMAL COMPASSION FOUNDATION  
(A Non-Stock Corporation)**

**ARTICLE I.**

The name of the Corporation is Animal Compassion Foundation.

**ARTICLE II.**

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the General Corporation Law in the State of Delaware; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code"), or as a corporation contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

**ARTICLE III.**

The period of the Corporation's duration is perpetual.

**ARTICLE IV.**

The Corporation shall not have the authority to issue capital stock. The Corporation shall have no members.

**ARTICLE V.**

The purposes for which the Corporation is organized are:

(1) To operate exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future federal tax code. More specifically, the Corporation will provide education and research services in the area of animal husbandry to achieve a higher standard of animal welfare and animal compassion by creating an environment and conditions to support the physical needs, behaviors and well-being of animals.

(2) To engage in any and all lawful activities incidental to the foregoing purpose, except as otherwise restricted herein.

(3) The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

(4) Notwithstanding any other provision hereof, the Corporation shall not carry on any other activity not permitted to be carried on both (a) by a Corporation exempt from federal income tax under Sections 501(c)(3) of the Code, and (b) by Section 170(c)(2) of the Code.

ARTICLE VI.

Notwithstanding any other provision hereof, in the event that the Corporation is classified by the Internal Revenue Service as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall be subject to the following provisions:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(6) In furtherance of its purposes, the Corporation shall not distribute its funds to any organization that is not at the time of such distribution described in Sections 509(a)(1)-(4) of the Code.

ARTICLE VII.

The street address of the initial registered office of the Corporation is Corporation Trust Center, 1209 Orange Street, Wilmington, County of Newcastle, Delaware, and the name of its initial registered agent at such address is The Corporation Trust Company.

ARTICLE VIII.

The number of directors constituting the initial board of directors of the Corporation is seven (7). The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
(1) Margaret Wittenberg	550 Bowie Street Austin, TX 78703

- |     |                  |                                      |
|-----|------------------|--------------------------------------|
| (2) | John P. Mackey   | 550 Bowie Street<br>Austin, TX 78703 |
| (3) | Elizabeth Fry    | 550 Bowie Street<br>Austin, TX 78703 |
| (4) | Michael Besancon | 550 Bowie Street<br>Austin, TX 78703 |
| (5) | Theo Weening     | 550 Bowie Street<br>Austin, TX 78703 |
| (6) | Steve Keville    | 550 Bowie Street<br>Austin, TX 78703 |
| (7) | Roberta Lang     | 550 Bowie Street<br>Austin, TX 78703 |

The full and complete management and control of the Corporation shall be vested in the board of directors, the number of which shall be subject to change from time to time as provided in the bylaws, but which number shall never be less than five individuals.

#### ARTICLE IX.

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the General Corporation Law in the State of Delaware, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the General Corporation Law in the State of Delaware, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the General Corporation Law in the State of Delaware, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board

of directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

#### ARTICLE X.

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in such director's capacity as a director of the Corporation, except that this paragraph shall not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (1) a breach of such director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or
- (4) an act or omission for which the liability of such director is expressly provided for by statute.

Any repeal or amendment of this paragraph by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a

director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted.

ARTICLE XI.

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in its board of directors.

ARTICLE XII.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes.

ARTICLE XIII.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIV.

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to such other eligible organization or organizations (as hereinafter defined) as the board of directors shall determine exclusively in furtherance of purposes under section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such eligible organization or organizations as said court shall determine. For purposes of this article, "eligible organization" or "eligible organization or organizations" shall refer to an organization or organizations exempt from federal income taxation as an organization described in section 501(c)(3) of the Code or as a corporation contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

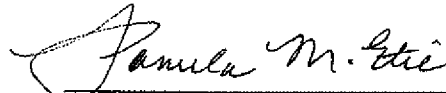
ARTICLE XV.

The name and address of the incorporator are as follows:

Pamela M. Etie  
DuBois, Bryant, Campbell & Schwartz, L.L.P.  
700 Lavaca, Suite 1300  
Austin, Texas 78701



I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 25<sup>th</sup> day of January, 2005.



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Pamela M. Etie

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, Animal Compassion Foundation,  
organized and existing under the laws of the State of Delaware, hereby certifies as  
follows:

(1) That at a meeting a vote of **the** members of the governing body was taken  
for and against the amendment to the Certificate of Incorporation, said Amendment being  
as follows:


Article 1 shall hereby be deleted in its entirety  
and replaced as follows:

The name of the Corporation is Global Animal  
Partnership.

(2) That said amendment was duly adopted in accordance with the provisions of  
Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be  
signed this 29 day of February, A.D. 2008.

By: \_\_\_\_\_

  
Authorized Officer

Name: \_\_\_\_\_

WILLIAM J. FRIEDMAN

Print or Type