

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351715

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pour, llc		03/25/2015	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Proud Pour, Inc.		
Doing Business As:			
Street Address:	838 Walker Road		
Internal Address:	State Street Corporate, Suite 22-1		
City:	Dover		
State/Country:	DELAWARE		
Postal Code:	19904		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86334881	PROUD POUR	
Serial Number:	86584120	CHEERS TO CHANGE	
CORRESPONDENCE DATA			
Fax Number:			
	<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:	4129962412		
Email:	kirk@justinketchellaw.com		
Correspondent Name:	Kirk T. Klett, esq.		
Address Line 1:	429 Fourth Avenue		
Address Line 2:	Suite 1600		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
NAME OF SUBMITTER:	Kirk Klett		
SIGNATURE:	/Kirk Klett/		
DATE SIGNED:	08/17/2015		
Total Attachments: 23			
source=COI as filed#page1.tif			

OP \$65.00 86334881

source=COI as filed#page2.tif
source=COI as filed#page3.tif
source=Merger Agmt#page1.tif
source=Merger Agmt#page2.tif
source=Merger Agmt#page3.tif
source=DL merger as filed#page1.tif
source=DL merger as filed#page2.tif
source=NY merger cert as filed#page1.tif
source=NY merger cert as filed#page2.tif
source=NY merger cert as filed#page3.tif
source=NY merger cert as filed#page4.tif
source=NY merger cert as filed#page5.tif
source=NY merger cert as filed#page6.tif
source=Pour LLC resos#page1.tif
source=Pour LLC resos#page2.tif
source=Pour LLC resos#page3.tif
source=Proud Pour Resos#page1.tif
source=Proud Pour Resos#page2.tif
source=Proud Pour Resos#page3.tif
source=Proud Pour Resos#page4.tif
source=Proud Pour Resos#page5.tif
source=Proud Pour Resos#page6.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PROUD POUR INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2015, AT 10:41 O'CLOCK A.M.

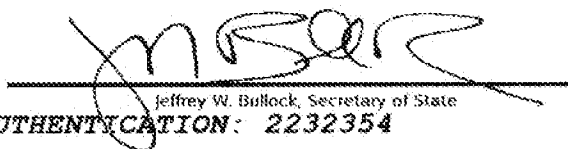
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5716652 8100

150406580

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2232354

DATE: 03-25-15

TRADEMARK
REEL: 005601 FRAME: 0142

CERTIFICATE OF INCORPORATION

OF

PROUD POUR INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1 of Title 8 of the Delaware Code and acts amendatory thereof and supplemental thereto, known, identified and referred to herein as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter the "Corporation") is Proud Pour Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o State Street Corporate, 838 Walker Rd., Suite 22-1, Dover, DL 19904 and the name of the registered agent of the Corporation in the State of Delaware at such address is State Street Corporate LLC.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose and 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 corporation shall have all of the powers conferred upon corporations organized under the General Corporation Law of the State of Delaware.

FOURTH: The total of shares of stock which the Corporation shall have authority to issue is Ten Million One Hundred Thousand (10,100,000), \$.01 par value per share. Ten Million (10,000,000) of such shares are common stock and One Hundred Thousand of such shares are preferred stock. The preferred stock may be issued in one or more series, and will have the rights, preferences and limitations that are set forth from time to time in a resolution of the Board of Directors and in a certificate of designation to be filed with the Secretary of State.

FIFTH: The incorporator of the Corporation is Neil I. Jacobs, whose mailing address is 355 Lexington Ave., 6th Floor, New York, New York 10017.

SIXTH: Elections of Directors need not be by written ballot unless the Bylaws of the Corporation so provide.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the

TRADEMARK

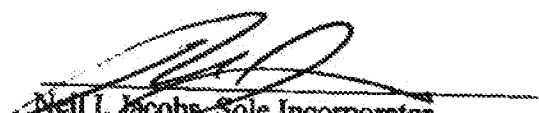
REEL: 005601 FRAME: 0143

Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as such court directs. If a majority in number representing threefourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 25th day of March, 2015.


Neil I. Jacobs, Sole Incorporator
355 Lexington Avenue, Sixth Floor
New York, NY 10017

PLAN AND AGREEMENT OF MERGER

OF

**PROUD POUR INC.
(a Delaware corporation)**

AND

**POUR, LLC
(a New York corporation)**

PLAN AND AGREEMENT OF MERGER, entered into on March 25, 2015, by Proud Pour Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its sole Director and sole Stockholder on said date, and by Proud LLC, a limited liability company of the State of New York, and approved by resolution adopted by its sole member/manager on said date.

WHEREAS, Proud Pour Inc. is a business corporation of the State of Delaware;
and

WHEREAS, the total number of shares of stock which Proud Pour Inc. has authority to issue is 10,100,000, of which 10 million are common shares and 100,000 are preferred shares, all \$.01 par value per share; and

WHEREAS, Pour, LLC is a limited liability company of the State of New York;
and

WHEREAS, the total membership interest in Pour, LLC is owned by Kimberly (Berlin) Kelly; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with a limited liability company of another jurisdiction; and

WHEREAS, the Business Corporation Law of the State of New York permits the merger of a business corporation of another jurisdiction with a limited liability company of the State of New York; and

WHEREAS, Proud Pour Inc. and Pour, LLC and the respective governing bodies, stockholders and members thereof deem it advisable and to the advantage, welfare and best interests of said entities to merge pursuant to the provisions of the Delaware General Corporation Law and the New York Business Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual agreement of the parties hereto, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth

therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement.

1. Pour, LLC and Proud Pour Inc. shall, pursuant to the provisions of the Delaware General Corporation Law and the New York Business Corporation Law, be merged with and into a single corporation, to wit, Proud Pour Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Pour, LLC, which is sometimes hereinafter referred to as the "Terminating Company", shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the provisions of the Delaware General Corporation Law and pursuant to the by-laws of the Surviving Corporation.

5. All membership interest in the Terminating Corporation shall, from and after the effective time of the merger, be exchanged for 100,000 shares of the Common Stock of the Surviving Corporation.

6. Both the Surviving Corporation and the Terminating Corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of Delaware and New York, and that they will cause to be performed all necessary acts within the States of Delaware and New York to effectuate the merger herein provided for.

7. The Board of Directors and the member/manager of the Terminating Company and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent parties thereto.

Dated: March 25, 2015

POUR, LLC

By: Kimberly Kelly

PROUD POUR INC.

By: Kimberly Kelly

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POUR, LLC", A NEW YORK LIMITED LIABILITY COMPANY,
WITH AND INTO "PROUD POUR INC." UNDER THE NAME OF "PROUD POUR INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2015, AT 11:32 O'CLOCK A.M.

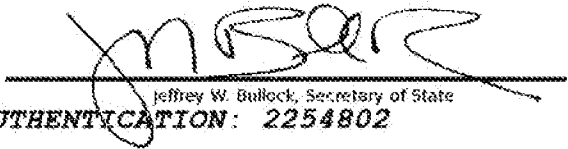
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5716652 8100M

150450010



You may verify this certificate online
at corp.delaware.gov/authver.shtml


AUTHENTICATION: 2254802

DATE: 04-01-15

TRADEMARK
REEL: 005601 FRAME: 0148

**STATE OF DELAWARE CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND FOREIGN LIMITED
LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Proud Pour Inc. a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Pour, LLC, a New York limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD : The name of the surviving corporation is Proud Pour Inc.

FOURTH: The merger is to become effective on the date of the filing of the within Certificate with Secretary of State of Delaware.

FIFTH: The Agreement of Merger is on file at 6 Rockwell St. Cambridge MA 02139, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 26 day of March, 2015

PROUR POUR INC.

By: 
Name: Kimberly Kelly, President

FILING RECEIPT

=====

ENTITY NAME: PROUD POUR INC.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)
PROCESS

COUNTY: UNKN

=====

FILED:04/01/2015 DURATION:***** CASH#:150401000191 FILM #:150401000181

FILER:

EFFECT DATE

NI JACOBS & ASSOCIATES
355 LEXINGTON AVENUE, 6TH FLOOR

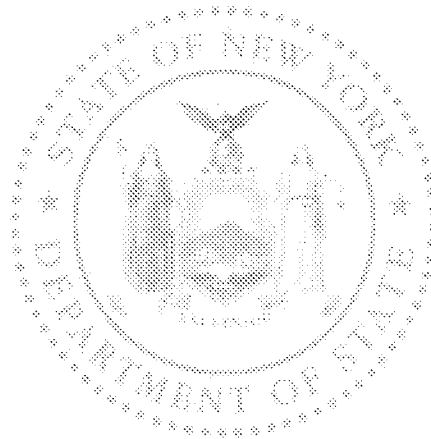
04/01/2015

NEW YORK, NY 10017

ADDRESS FOR PROCESS:

THE CORPORATION
6 ROCKWELL STREET
CAMBRIDGE, MA 02139

REGISTERED AGENT:



CONSTITUENT NAME: POUR, LLC

=====

SERVICE COMPANY: UNITED CORPORATE SERVICES - 37

SERVICE CODE: 37

FEEs 95.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 95.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 95.00
 OPAL 0.00
REFUND 0.00

=====

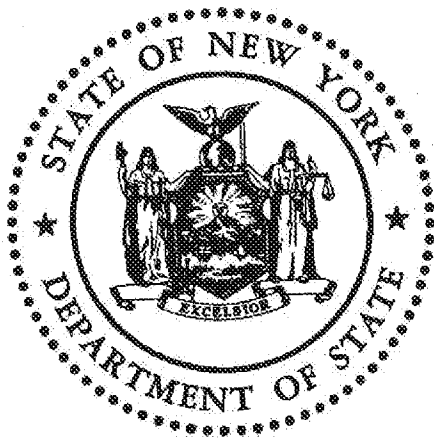
POURL46905

TRADEMARK (04/2007)
REEL: 005601 FRAME: 0150

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 2, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

150401000

181

**CERTIFICATE OF MERGER OF POUR, LLC WITH AND INTO
PROUD POUR INC.**

(Pursuant to Section 904-a of the Business Corporation Law)

It is hereby certified that:

FIRST: The name and jurisdiction of formation of the domestic limited liability company and the foreign corporation that are to merge are Pour, LLC, a New York limited liability company and Proud Pour Inc., a Delaware corporation. Neither entity has changed its name since its formation.

SECOND: Pour, LLC, the domestic limited liability company is to merge had its initial articles of organization or formation filed with the Department of State on November 12, 2013.

THIRD: An agreement of merger or consolidation has been approved and executed by each of the domestic limited liability company and the foreign corporation.

FOURTH: The name of the surviving entity is Proud Pour Inc., a Delaware corporation.

FIFTH: The merger shall be effective upon the filing of the within Certificate of Merger.

SIXTH: The jurisdiction of formation of Proud Pour Inc. is Delaware and date of filing of its certificate of incorporation in Delaware is March 25, 2015. Proud Pour Inc. has not filed an Application for Authority with the Department of State. Proud Pour Inc. will not to do business in this state until an application for such authority shall have been filed with the Department of State.

SEVENTH: Proud Pour Inc. agrees that it may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of Pour, LLC the domestic limited liability previously amenable to suit in this state that is to merge and for the enforcement of the right of members of Pour, LLC, the domestic limited liability company to receive payment for their interests against the surviving corporation.

EIGHTH: Proud Pour Inc. agrees that, subject to the provisions of section one thousand five of the limited liability company law of the State of New York, or any applicable statute, the surviving or resulting foreign corporation, Proud Pour Inc. will promptly pay to the members of Pour, LLC the amount, if any, to which they shall be entitled under the provisions of any applicable statute relating to the right of members and owners to receive payment for their interests.

NINTH: The secretary of state is hereby designated as the agent upon whom process against Pour, LLC may be served in the manner set forth in article three of the limited liability company law in any action or special proceeding. The Secretary of State shall mail a copy of any process served upon him or her to 6 Rockwell Street, Cambridge MA 02139.

TENTH: The within merger is permitted by laws of the State of Delaware, the jurisdiction of organization of the surviving entity, Proud Pour Inc., and is in compliance with the laws of such state.

ELEVENTH: The agreement of merger or consolidation is on file at a place of business of the surviving or resulting corporation at 6 Rockwell Street, Cambridge MA 02139.

TWELFTH: A copy of the agreement of merger will be furnished by the surviving corporation on request and without cost, to any member of the domestic limited liability company.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Executed on this 30th day of March, 2015.

POUR, LLC

By:

Kimberly Kelly

Kimberly Kelly, Member Manager

PROUD POUR INC.

By:

Kimberly Kelly

Kimberly Kelly, President

181

CERTIFICATE OF MERGER OF FOUR, LLC WITH AND INTO

FROUD FOUR INC.

(Pursuant to Section 904-a of the Business Corporation Law)

Filer: NI Jacobs & Associates

Address: 355 Lexington Avenue, 6th Floor
New York, NY 10017

CUST. REF. # FOUR146905

loc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 01 2015

TAXS _____
BY: *Amu*

RECEIVED

2015 MAR 31 AM 10:07

RECEIVED

2015 MAR 27 PM 1:04

UNI-37
DRAWDOWN

2015 APR -1 AM 9:19

FILED

191

POUR, LLC

**ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER/ MANAGER**

Pour, LLC, a New York limited liability company (the “**Company**”), via the undersigned, the Sole Member and Sole Manager of the Company (the “**Sole Manager**”), hereby adopts the following resolutions effective as of the date of execution set forth below:

1. AUTHORIZATION OF AGREEMENT OF MERGER

WHEREAS, the Sole Manager deems it advisable, and in the best interests of the Company, to merge with and into Proud Pour Inc., a Delaware corporation (“**Proud Pour**”).

NOW, THEREFORE, BE IT RESOLVED: That the Company enter into, execute, deliver and perform the Merger Agreement with Proud Pour in the form attached hereto as **Exhibit A** (the “**Merger Agreement**”), which is hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the proper officers/managers of the Company are, and each hereby is, authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the purposes of the foregoing resolutions.

2. OMNIBUS RESOLUTIONS

RESOLVED: That any of the appropriate officers/managers of the Company be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer/manager, in her discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Sole Manager thereof and all matters relating thereto.

RESOLVED FURTHER: That all actions heretofore taken by the Sole Manager of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent of the Sole Manager as of the date set forth below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

POUR, LLC

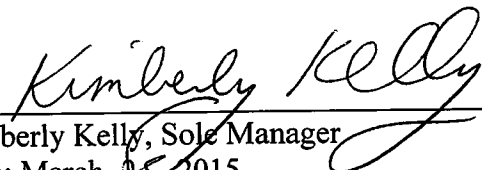
By: 
Kimberly Kelly, Sole Manager
Date: March 25, 2015

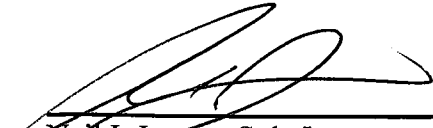
EXHIBIT A
MERGER AGREEMENT

RESOLUTIONS ADOPTED BY SOLE INCORPORATOR
OF
PROUD POUR INC.

The undersigned, being the Sole Incorporator of the above named corporation (the "Corporation"), hereby adopts the following Resolutions without a meeting:

- (1) **RESOLVED**, that a copy of the Certificate of Incorporation of the Corporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Minute Book of the Corporation.
- (2) **RESOLVED**, that the form of first by-laws submitted be, and the same hereby are, adopted as and for the by-laws of the Corporation, and that a copy thereof be placed in the minute book of the Corporation, directly following the Certificate of Incorporation.
- (3) **RESOLVED**, that Kimberly Kelly be, and she hereby is, elected as the Sole Director of the Corporation to serve until the next annual meeting of the board of directors or until her successor has been elected and qualifies.

Dated: March 25, 2015



Neil I. Jacobs, Sole Incorporator

RESOLUTIONS OF SOLE SHAREHOLDER

OF

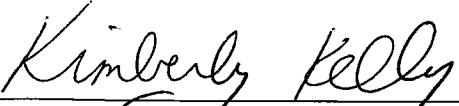
PROUD POUR INC.

IN LIEU OF FIRST MEETING

The undersigned, being the Sole Shareholder of Proud Pour Inc., a Delaware corporation (the "Corporation"), hereby adopt the following Resolutions in lieu of a first meeting:

- (1) **RESOLVED**, that Kimberly Kelly be, and she hereby is, elected as the Sole Director of the Corporation to serve until the next annual meeting of the board of directors or until her successor has been elected and qualifies; and it is further
- (2) **RESOLVED**, that the Corporation, through its duly authorized officers, execute and deliver all such documents and take any and all steps necessary or convenient to carry out and perform all the terms and provisions of the preceding Resolution.

Dated: March 25, 2015



Kimberly Kelly, Shareholder

**RESOLUTIONS ADOPTED BY
INITIAL DIRECTORS
OF
PROUD POUR INC.**

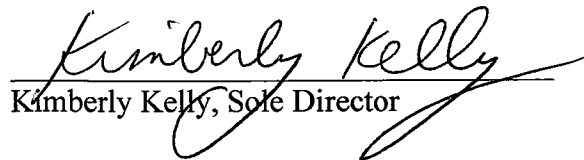
Kimberly Kelly, being the Initial Director of the above named corporation (the "Corporation"), hereby adopt the following Resolutions without a meeting:

- (1) **RESOLVED**, that Kimberly Kelly be, and she hereby is, elected as President, Treasurer and Secretary of the Corporation, to serve until such time as her respective successors are elected and qualify.
- (2) **RESOLVED**, that all the acts taken and Resolutions adopted by the Sole Incorporator are approved, ratified and adopted.
- (3) **RESOLVED**, that the form of seal submitted be, and it hereby is, approved and adopted as and for the corporate seal of this Corporation, and that an impression thereof be made on the margin of these minutes.
- (4) **RESOLVED**, that the specimen form of certificate annexed hereto be, and it hereby is, approved and adopted as the certificate representing the shares of the Corporation.
- (5) **RESOLVED**, that the proper officers of the Corporation are authorized to sell and issue common shares in exchange for an amount of money and other property not to exceed the statutory amount in the aggregate, if applicable, and the sale and issuance of such shares shall be conducted in compliance with Section 1244 of the Internal Revenue Code of 1986, as amended, so that the Corporation and its shareholders may obtain the benefits of such Section.
- (6) **RESOLVED**, that the offer of Kimberly Kelly to acquire One Hundred Thousand (100,000) shares of the Common Stock of the Corporation upon payment of \$1000 is accepted. Upon tender and receipt of \$1000 by her, the One Hundred Thousand (100,000) shares of Common

Stock, fully paid and non-assessable, shall issue without further resolution.

- (7) **RESOLVED**, that the Agreement of Merger of the Corporation with Pour, LLC, a New York limited liability company, in the form annexed hereto as an exhibit is hereby approved, ratified and confirmed.

Dated: March 25, 2015


Kimberly Kelly, Sole Director

COPY OF CERTIFICATE OF INCORPORATION

SPECIMEN CERTIFICATE OF SHARES