

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM492274

<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>
Cleveland Kraut LTD		05/08/2018	Limited Liability Company: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cleveland Kraut Co.		
<b>Street Address:</b>	4700 Lakeside Avenue E, Suite 19-1-C		
<b>City:</b>	Cleveland		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44114		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87812600	CLEVELAND KRAUT	
<b>Serial Number:</b>	87812411	CLEVELAND KRAUT	
<b>Serial Number:</b>	87812649		
<b>Serial Number:</b>	87812673		
<b>Serial Number:</b>	87811443	GNAR GNAR	
<b>Serial Number:</b>	87812157	FERMENTED FOODS FOR ALL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3177133699		
<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>	3177133500		
<b>Email:</b>	efstrademarks@taftlaw.com		
<b>Correspondent Name:</b>	Amy Wright		
<b>Address Line 1:</b>	One Indiana Square, Suite 3500		
<b>Address Line 2:</b>	Taft Stettinius & Hollister LLP		
<b>Address Line 4:</b>	Indianapolis, INDIANA 46204		
<b>NAME OF SUBMITTER:</b>	Amy Wright		
<b>SIGNATURE:</b>	/Amy Wright/		
<b>DATE SIGNED:</b>	10/02/2018		

CH \$165.00 87812600

**Total Attachments: 9**

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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 INCORPORATION OF "CLEVELAND KRAUT CO." FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2018, AT 9:57 O`CLOCK A.M.

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



6876161 8100F  
SR# 20183458223

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202654907  
Date: 05-08-18

**TRADEMARK**  
**REEL: 006474 FRAME: 0411**

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW**

This Certificate of Conversion to Corporation is being duly executed and delivered by Cleveland Kraut LTD, an Ohio limited liability company (the "Limited Liability Company"), to convert the Limited Liability Company to Cleveland Kraut Co., a Delaware corporation (the "Corporation"), under the Ohio Limited Liability Company Act (Ohio Revised Code Section 1705 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. Section 101 et seq.).

1. The jurisdiction where the Limited Liability Company was first formed is Ohio.
2. The jurisdiction of the Limited Liability Company immediately prior to the filing of this Certificate of Conversion is Ohio.
3. The date the Limited Liability Company was first formed is November 18, 2013.
4. The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is "Cleveland Kraut LTD".
5. The name of the Corporation as set forth in the Certificate of Incorporation is "Cleveland Kraut Co."

**IN WITNESS WHEREOF**, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion on the 8<sup>th</sup> day of May, 2018.

**CLEVELAND KRAUT LTD**

By:   
Name: Drew Anderson  
Title: Managing Member


# Delaware

The First State

Page 1

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 CONVERSION OF AN OHIO LIMITED LIABILITY COMPANY UNDER THE NAME OF "CLEVELAND KRAUT LTD" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CLEVELAND KRAUT LTD" TO "CLEVELAND KRAUT CO.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2018, AT 9:57 O`CLOCK A.M.

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



Jeffrey W. Bullock, Secretary of State

6876161 8100F  
SR# 20183458223

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

Authentication: 202654907  
Date: 05-08-18

**TRADEMARK**  
**REEL: 006474 FRAME: 0413**

**CERTIFICATE OF INCORPORATION**

**OF**

**CLEVELAND KRAUT CO.**

\*\*\*\*\*

**ARTICLE I**

**Name**

The name of the corporation is **Cleveland Kraut Co.** (the "Corporation").

**ARTICLE II**

**Address; Registered Agent**

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

**ARTICLE III**

**Purpose**

The nature of the business or purpose 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**

**Capital Stock**

**SECTION 1. Capital Stock Authorized.** The aggregate number of shares that the Corporation has the authority to issue is Five Thousand (5,000) shares of Common Stock, with \$0.0001 par value per share (each, a "Common Share," and collectively, the "Common Shares").

**SECTION 2. Powers, Preferences, Rights, Qualifications, Limitations, or Restrictions.** Upon all matters to be voted on by the holders of Common Shares, each holder of Common Shares will have one (1) vote for each Common Share held. Each Common Share shall be entitled to participate equally in all dividends payable with respect to the Common Shares, and to share ratably in all assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, or upon any distribution of the assets of the Corporation.

State of Delaware

Secretary of State

Division of Corporations

Delivered 09:57 AM 05/08/2018

FILED 09:57 AM 05/08/2018

SR 20183458223 - File Number 6876161

**TRADEMARK**

**REEL: 006474 FRAME: 0414**

## ARTICLE V

### Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, but subject to compliance with applicable protective voting rights in this Certificate of Incorporation, as amended and restated from time to time, the Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to adopt, repeal, alter, or amend the Bylaws of the Corporation by the vote of a majority of the entire Board of Directors.

## ARTICLE VI

### Directors

**SECTION 1. Election of Directors.** Directors shall be elected at the annual meeting of stockholders, and each director elected shall hold office until such director's successor has been elected and qualified. Directors need not be stockholders of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation will so provide.

**SECTION 2. Advance Notice of Nominations.** Advance notice of nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

**SECTION 3. Limitation on Director Liability.** To the fullest extent that the DGCL or any other law of the State of Delaware as it exists or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## ARTICLE VII

### Indemnification of Officers and Directors

**SECTION 1. General.** The Corporation shall indemnify its officers, directors, employees, and agents to the fullest extent permitted by the DGCL.

**SECTION 2. Extent.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or

nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, except as otherwise provided in Section 4 of this Article, the Corporation shall be required to indemnify an Indemnitee in connection with a Proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the board of directors of the Corporation.

**SECTION 3. Expenses.** The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any proceeding in advance of its final disposition, *provided, however,* that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified under this Article or otherwise.

**SECTION 4. Time Limits.** If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

**SECTION 5. Rights Not Exclusive.** The rights conferred on any Indemnitee by this Article shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

**SECTION 6. Reduction.** The Corporation's obligation if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another Person shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other Person.

**SECTION 7. Repeal Not Effective.** Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

**SECTION 8. Indemnification of Others.** This Article shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitee when as authorized by appropriate corporate action.



## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE IX**

### **Compromises**

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 Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this 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 of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which 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.

## **ARTICLE X**

### **Perpetual Existence**

The Corporation is to have perpetual existence.

## **ARTICLE XI**

### **Effect of Invalidity**

In the event any provision (or portion thereof) of this Certificate of Incorporation shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions (or portions thereof) of this Certificate of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken here from or otherwise rendered inapplicable, it being the intent of the Corporation and its stockholders that each such remaining provision (or portion thereof) of this Certificate of

Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all the stockholders, notwithstanding any such finding.

## ARTICLE XII

### Definitions

The following term used herein shall be defined as follows:

“Person” includes any corporation, partnership, limited liability corporation, trust or other legal entity.

*The remainder of this page has been left blank intentionally.*

IN WITNESS WHEREOF, this Certificate of Incorporation is duly executed by the Incorporator on this 8th day of May, 2018.



Drew Anderson, Incorporator  
4700 Lakeside Ave E.  
Cleveland, OH 44114