

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM543639

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Embody LLC		12/13/2018	Limited Liability Company: VIRGINIA
RECEIVING PARTY DATA			
Name:	Embody, Inc.		
Street Address:	2720 Willow Drive		
City:	Vienna		
State/Country:	VIRGINIA		
Postal Code:	22181		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	88026232	EMBODY	
Serial Number:	88026260	TAPESTRY	
CORRESPONDENCE DATA			
Fax Number:	2026862877		
<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:	2022430599		
Email:	reid.adler@captechlaw.com		
Correspondent Name:	Reid G. Adler, JD		
Address Line 1:	5335 Wisconsin Ave, NW		
Address Line 2:	Suite 440		
Address Line 4:	Washington, D.C. 20015		
NAME OF SUBMITTER:	Reid G. Adler		
SIGNATURE:	/Reid G. Adler/		
DATE SIGNED:	10/02/2019		
Total Attachments: 16			
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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 13, 2018

1812050051

C T CORPORATION SYSTEM
JESSICA FITZGERALD
4701 COX RD
STE 285
GLEN ALLEN, VA 23060

RECEIPT

RE: Embody, Inc.

ID: 0838822 - 5

DCN: 18-12-13-1100

Dear Customer:

This is your receipt for \$2,525.00 covering the fees for filing articles of entity conversion with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of entity conversion is December 13, 2018. When the certificate is effective, Embody LLC is converted to a corporation incorporated under the laws of this Commonwealth with the following name:

Embody, Inc.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CNVRCRCT
CNVR
CIS0336

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk

TRADEMARK
REEL: 006762 FRAME: 0343



1812050051

Clerk's Office
State Corporation Commission
1300 E. Main Street
Richmond, Virginia 23219

CT Corporation

4701 Cox Road
Suite 285
Glen Allen, VA 23060

Date: December 13, 2018
Entity Name: Embody, Inc.
Order Number: 11330718

Phone: 804 217 7255

12/13/08 5561332-3
181213 1100 \$2725

Please file the attached on behalf of the above entity's documents as identified below:

Documents Requested	Instructions
Articles of Incorporation/Organization	
Certificate of Authority/Qualification	
Certificate of Limited Partnership	
Amendment	
Merger	
Dissolution/Termination/Withdrawal	
Reinstatement	
Name Reservation/Renewal	
Fictitious Name	
Registered Agent Change	
Other	X 1 CC of Articles of Conversion/Incorporation

Bill I/
1-cc
12/13

Special Instructions:

Check(s) in the amount of \$2725.00 enclosed.
Please call when evidence is available and hold documents for pickup.
If there are any problems with the filing, please call us at (804) 217-7255.

Thank you,

Jessica Fitzgerald

DOM CONVERSION
Embodly LLC (a VA LLC)
converts to
Embodly, Inc. (a VA Inc.)

Jessica Fitzgerald
CT Corporation System
Richmond Fulfillment Office

ORIG. FORMATION
DATE: 4/11/2014

12/13/18
mich

CF 2,500
FF 25
SAME DAY 200
TRADEMARK 2725
REEL: 006762 FRAME: 0344



COMMONWEALTH OF VIRGINIA
 STATE CORPORATION COMMISSION
 OFFICE OF THE CLERK
 1300 E MAIN ST
 RICHMOND, VA 23219
 (804) 371-9733
 1-866-722-2551 Toll-free in Virginia

SCC21.2
 (01/17)

Expedited Service Request Form

This form MUST be completed and placed on top of EACH document submission (so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): (Must be typed for Email option.) <div style="text-align: center;">Embody, Inc.</div>		SCC ID No. (if known):
Customer Contact Information: Firm: <u>CT Corporation System</u> Attn: <u>Jessica Fitzgerald</u> Address: <u>4701 Cox Road, Suite 285</u> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <u>Glen Allen</u> <small>(city or town)</small> <u>VA</u> <small>(state)</small> <u>23060</u> <small>(zip code)</small> </div> Telephone: (<u>804</u>) <u>217</u> - <u>7255</u> ext _____ Email: <u>CLS-CTRICHMOND@WOLTERSKLUWER.COM</u>		Send Evidence of Expedited Filing By: (Choose <u>one</u>) <input checked="" type="checkbox"/> Email (Only available for Categories A, C and D) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <p style="text-align: center; font-size: small;">Two typed originals of this form <u>must</u> be submitted for Email option. See "Return of Evidence" in the Instructions.</p> </div> <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>
<p style="text-align: center;">~~ See Information & Instructions for description of Categories. ~~</p> Expedited Service Requested: (mark service requested) *** Expedite Fee: <small>*** (other fees may be needed - see footnote)</small>		FOR OFFICE USE ONLY <div style="font-size: 2em; font-weight: bold; margin-top: 10px;">181213 1100</div>
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <div style="margin-left: 20px;"> <input checked="" type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100 </div> <input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A <div style="margin-left: 20px;"> (2nd Business Day Service Only - Received by 2:00 p.m.) \$ 50 <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) </div> <input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C <div style="margin-left: 20px;"> (Next Day Service Only - Received by 2:00 p.m.) \$ 50 </div> <input type="checkbox"/> Category D Expedite Application for Reinstatement <div style="margin-left: 20px;"> (Next Day Service Only - Received by 2:00 p.m.) \$ 50 </div>		I/O <input type="checkbox"/> US

1812050051

CIS0353 CIS 12/13/18
1 89 LLCM3220 LLC DATA INQUIRY 11:42:15
LLC ID: ✓ S501332 - 3 STATUS: 00 ACTIVE ✓ STATUS DATE: 04/11/14
LLC NAME: ✓ Embody LLC

DATE OF FILING: 04/11/2014 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:

CONVERSION/DOMESTICATION INDICATOR:

P R I N C I P A L O F F I C E A D D R E S S

STREET: 2720 Willow Drive

CITY: Vienna STATE: VA ZIP: 22181-0000

R E G I S T E R E D A G E N T I N F O R M A T I O N

R/A NAME: JEFFREY CONROY

STREET: 2720 WILLOW DRIVE

RTN MAIL:

CITY: VIENNA STATE: VA ZIP: 22181-0000

R/A STATUS: 1 MEMBER/MANAGER EFF DATE: 04/11/14 LOC: 129 FAIRFAX COUNTY

YEAR FEES PENALTY INTEREST BALANCE

18 50.00 ✓

COMMAND:

4A0

05,016

1812050051

CIS0353

CIS

12/13/18

1 89 LLCM3240

MICROFILM INQUIRY

11:42:19

LLC ID: S501332 - 3
LLC NAME: Embody LLC

LLC STATUS: 00 ACTIVE

ORDER/LINE #'S

COURT LOCALITY: 129 FAIRFAX COUNTY

ORD SEL	MICROFILM NO	DOCUMENT TYPE	DATE	PAGES
—	14 04 53 0184	LLNC > NEW LLC	04/11/14	2

COMMAND:

4A0

06,014

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 13, 2018

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Embody LLC

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

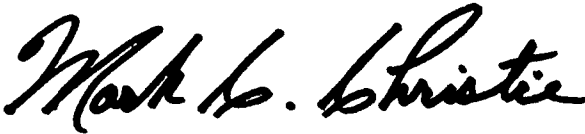
be issued and admitted to record with the articles of entity conversion and articles of incorporation in the Office of the Clerk of the Commission, effective December 13, 2018.

When the certificate becomes effective, Embody LLC is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

Embody, Inc.

The corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

CNVRCACT
CIS0336
18-12-13-1100

1812050051

Exhibit A

Articles of Incorporation

(See attached.)

TCO 363416941v3

TRADEMARK

REEL: 006762 FRAME: 0349

ARTICLES OF INCORPORATION
OF
EMBODY, INC.
(a Virginia corporation)

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

FIRST: The name of the Corporation is Embody, Inc. (the "Corporation").

SECOND: The Corporation is authorized to issue an aggregate of twenty million (20,000,000) shares, of which seventeen million five hundred thousand (17,500,000) shares shall be Common Stock, \$0.0001 par value per share and two million five hundred thousand (2,500,000) shares shall be Preferred Stock, \$0.0001 par value per share.

The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions, out of the unissued shares of Preferred Stock, for series of Preferred Stock with such voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions as shall be determined and fixed by the Board of Directors.

The voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of each series of Preferred Stock, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall accrue and/or be cumulative. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

THIRD: The name of the Corporation's registered agent is Jeffrey Conroy, who is a resident of Virginia and an initial director of the Corporation.

FOURTH: The Corporation's registered office address, which is identical to the business office of the registered agent, is 2720 Willow Drive, Vienna, Virginia 22181, located in Fairfax County.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. Election of directors need not be by written ballot.
3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the Bylaws of the Corporation.

SIXTH: Except to the extent that the Virginia Stock Corporation Act (the "Act") prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for

monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision 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.

SEVENTH: Provided that the Corporation is a not a public corporation, as defined in section 13.1-657 of the Act, any action required or permitted by the Act to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice, if the action is taken by shareholders who would be entitled to vote at a meeting of holders of outstanding shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted.

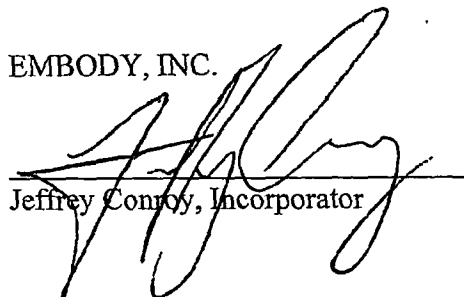
EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and these Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

[Signature Page Follows]

1812050051

EXECUTED as of December 13, 2018.

EMBODY, INC.


Jeffrey Conroy, Incorporator

TRADEMARK

REEL: 006762 FRAME: 0352

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Exhibit B

Plan of Entity Conversion

(See attached.)

TCO 363416941v3

TRADEMARK

REEL: 006762 FRAME: 0353


PLAN OF ENTITY CONVERSION

Pursuant to Virginia Code Section 13.1-1083, Embody LLC, a Virginia limited liability company (the "Company") established on April 11, 2014, desires to convert to Embody, Inc., a Virginia corporation (the "Corporation"). The conversion shall be effected pursuant to this plan of conversion.

1. The conversion (the "Conversion") into a Virginia stock corporation, under the name "Embodly, Inc." shall become effective immediately upon the acceptance for filing by the Virginia State Corporation Commission of the Articles of Entity Conversion in the form attached hereto as Exhibit A.
2. The membership interests of the Company shall be converted proportionately into shares of common stock of the Corporation.
3. All of the outstanding options to purchase units representing membership interests of the Company will be converted proportionally into options to purchase shares of common stock of the Corporation in accordance with the terms and conditions of the plan of entity conversion and Section 9(a) of the applicable option agreement.
4. All of the members will be all of the shareholders of the Corporation.
5. The Articles of Incorporation of the Corporation attached hereto as Exhibit B will be the Articles of Incorporation immediately after the Conversion.
6. Upon the consummation of the Conversion, the Company's Amended and Restated Operating Agreement, dated September 5, 2017, as may be amended and restated from time to time, will terminate and be of no further force and effect.

This plan has been adopted by the all of the members of Embody LLC on the 13 day of December, 2018.

EMBODY LLC

By: 
 Name: Jeffrey Conroy
 Title: Managing Member

1812050051

Exhibit A

Articles of Entity Conversion

TCO 363417005v3

TRADEMARK

REEL: 006762 FRAME: 0355

**ARTICLES OF ENTITY CONVERSION
OF
EMBODY LLC**

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 15 of the Code of Virginia, states as follows:

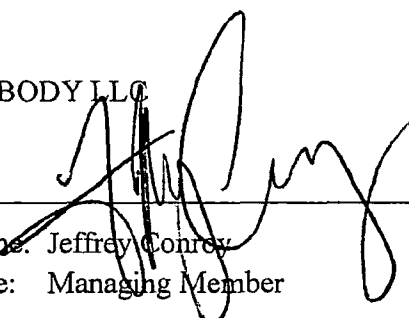
1. The name of the Virginia limited liability company immediately prior to the filing of these articles of entity conversion is Embody LLC (the "Company"). The Company shall convert to a Virginia stock corporation and its name shall be Embody, Inc.
2. The Company was originally organized on April 11, 2014 as a limited liability company with the name Embody LLC.
3. The plan of entity conversion, pursuant to § 13.1-1083 of the Code of Virginia, is set forth as follows:
 - A. The full text of the articles of incorporation of the resulting corporation as they will be in effect immediately after consummation of the conversion is attached hereto as Exhibit A.
 - B. All of the membership interests of the Company will be converted proportionately into shares of common stock of the resulting corporation in accordance with the terms and conditions of the plan of entity conversion.
 - C. All of the outstanding options to purchase units representing membership interests of the Company will be converted proportionally into options to purchase shares of common stock of the resulting corporation in accordance with the terms and conditions of the plan of entity conversion and Section 9(a) of the applicable option agreement.
 - D. The full text of the plan of entity conversion is attached hereto as Exhibit B.
4. The plan of entity conversion was adopted by the Company in accordance with § 13.1-1084 of the Code of Virginia.

[Signature on Following Page]

1812050051

Signed this 13 day of December, 2018.

EMBODY LLC

By:  _____

Name: Jeffrey Conroy

Title: Managing Member

Company's SCC ID No.: S501332-3

1812050051

Exhibit B
Articles of Incorporation

TCO 363417005v3

TRADEMARK

RECORDED: 10/02/2019

REEL: 006762 FRAME: 0358