

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM560749

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wandering Bear LLC		12/30/2015	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wandering Bear Inc.		
Street Address:	303 Spring Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86315088	WANDERING BEAR	
CORRESPONDENCE DATA			
Fax Number:	6173109177		
<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:	617-439-2177		
Email:	pconcannon@nutter.com		
Correspondent Name:	Patrick J. Concannon		
Address Line 1:	Nutter, McClennen & Fish, LLP		
Address Line 2:	Seaport West, 155 Seaport Boulevard		
Address Line 4:	Boston, MASSACHUSETTS 02210		
NAME OF SUBMITTER:	Patrick J. Concannon		
SIGNATURE:	/PJC/		
DATE SIGNED:	02/06/2020		
Total Attachments: 5			
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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 CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "WANDERING BEAR LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WANDERING BEAR LLC" TO "WANDERING BEAR INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2015, AT 4:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 8 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5495871 8100V
SR# 20151591877

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

Authentication: 201616520
Date: 01-05-16

TRADEMARK
REEL: 006858 FRAME: 0051

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION
(Pursuant to Section 265 of the Delaware General Corporation Law)

Wandering Bear LLC
(hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The Limited Liability Company is formed under the jurisdiction of the State of Delaware.
2. The name of the Limited Liability Company immediately prior to the filing of this Certificate is Wandering Bear LLC.
3. The date the Limited Liability Company was first formed is March 11, 2014.
4. The name of the corporation as set forth in the Certificate of Incorporation is Wandering Bear Inc.
5. The Effective date of this conversion is 8:00 p.m. on 12/31/15.

Date: 12/30/2015

/s/ Susan R. McMaster
By: _____
Susan R. McMaster, Authorized Person

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 "WANDERING BEAR INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2015, AT 4:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 8 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5495871 8100V
SR# 20151591877

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

Authentication: 201616520
Date: 01-05-16

TRADEMARK
REEL: 006858 FRAME: 0053

CERTIFICATE OF INCORPORATION

OF

WANDERING BEAR INC.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

FIRST: The name of this corporation is Wandering Bear Inc.

SECOND: Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of the corporation is 250,000, all of which are of a par value of .0001 dollars each and classified as Common stock.

FIFTH: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

SIXTH: The name and mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Susan R. McMaster	27777 Franklin Road, Suite 2500, Southfield, MI 48034

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: When a compromise or arrangement is proposed between the corporation and

its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

NINTH: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended.

TENTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his 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 or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

ELEVENTH: The Effective date of this Certificate of Incorporation is 8:00 p.m. on 12/31/15.

Dated on this 30th day of December, 2015.

/s/ Susan R. McMaster

Susan R. McMaster, Incorporator