

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM632354

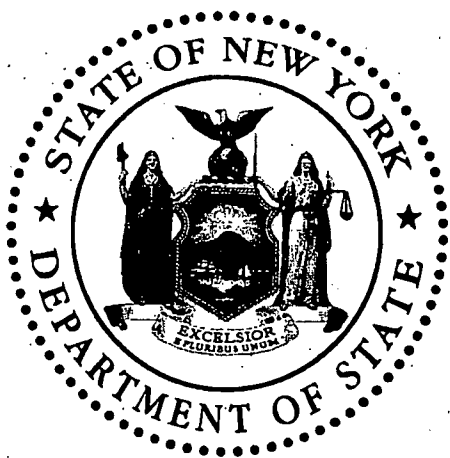
SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/11/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Haven's Kitchen Home LLC		02/11/2021	Limited Liability Company: NEW YORK
RECEIVING PARTY DATA			
Name:	Haven's Kitchen, Inc.		
Street Address:	129 West 11th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	88950951	COOK HAPPY	
Registration Number:	4234589		
Registration Number:	5916410	HAVEN'S H KITCHEN	
Registration Number:	4234588	HAVEN'S KITCHEN	
Registration Number:	5810303	HAVEN'S KITCHEN	
Registration Number:	5968203	HAVEN'S KITCHEN	
Registration Number:	4238280	HAVEN'S KITCHEN	
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:	3034732710		
Email:	docket@hollandhart.com		
Correspondent Name:	Scott S. Havlick		
Address Line 1:	P.O. Box 8749		
Address Line 2:	Holland & Hart LLP		
Address Line 4:	Denver, COLORADO 80201		
ATTORNEY DOCKET NUMBER:	110080.0001		

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NAME OF SUBMITTER:	Scott S. Havlick
SIGNATURE:	/Scott Havlick/
DATE SIGNED:	03/16/2021
Total Attachments: 11 source=Haven_s Kitchen Home LLC-NY-Miscellaneous#page1.tif source=Haven_s Kitchen Home LLC-NY-Miscellaneous#page2.tif source=Haven_s Kitchen Home LLC-NY-Miscellaneous#page3.tif source=Haven_s Kitchen Home LLC-NY-Miscellaneous#page4.tif source=Haven_s Kitchen Home LLC-NY-Miscellaneous#page5.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page1.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page2.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page3.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page4.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page5.tif source=Havens Kitchen Inc.-DE-Merger (Survivor)#page6.tif	

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 February 11, 2021.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

210211000 312

CERTIFICATE OF MERGER**MERGING**

**Haven's Kitchen Home LLC,
a New York limited liability company**

WITH AND INTO

**Haven's Kitchen, Inc.,
a Delaware corporation**

Under Section 904a of the Limited Liability Company Law
of the State of New York

Pursuant to Section 904a of the New York Limited Liability Company Law (the "*NYLLCL*"), the undersigned hereby certify as follows:

FIRST: The name of the constituent entity is Haven's Kitchen Home LLC, a New York limited liability company (the "*Company*") and the name of the surviving entity is Haven's Kitchen, Inc., a Delaware corporation (the "*Surviving Entity*"), which is doing business in New York under the fictitious name "Haven's Kitchen Products."

SECOND: The Articles of Organization of Haven's Kitchen Home LLC were filed with the Department of State on November 29, 2016. The Certificate of Incorporation of the Surviving Entity was filed on February 2, 2021, in the State of Delaware.

THIRD: The Surviving Entity is organized under the laws of Delaware on February 2, 2021. The Surviving Entity's application for authority was filed with the New York Department of State on February 9, 2021.

FOURTH: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Company and the Surviving Entity.

FIFTH: The name of the surviving entity is "Haven's Kitchen, Inc." a Delaware corporation.

SIXTH: The Certificate of Incorporation of the Surviving Entity shall be the Certificate of Incorporation of the surviving entity.

SEVENTH: The Surviving Entity and Company agree that the surviving entity may be served with process in this state in any action or special proceeding for the enforcement of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the NYLLCL of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign corporation.

EIGHTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign corporation will promptly

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pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, NYLLCL and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State of New York is designated as the agent of the surviving entity upon whom process against it may be served. The Secretary of State shall mail a copy of any such process against the surviving entity to 375 Hudson Street, 12th floor, New York, NY 10014.

TENTH: This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and is in compliance therewith.

ELEVENTH: The Agreement and Plan of Merger is on file at 129 West 11th Street, New York, NY 10011, the place of business of the Surviving Entity.

TWELFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving foreign corporation on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, each of Surviving Entity and Company has caused this Certificate of Merger to be executed in its corporate name this 11th day of February, 2021, and the undersigned signatory acknowledges that her execution of this Certificate of Merger is the act and deed of the applicable business entity and that the facts set forth herein are true and correct.

HAVEN'S KITCHEN HOME LLC,
a New York limited liability company

By: /s/ Alison Cayne
Name: Alison Cayne
Title: Authorized Person

HAVEN'S KITCHEN, INC.
a Delaware corporation

By: /s/ Alison Cayne
Name: Alison Cayne
Title: Authorized Person

Certificate of Merger

of

Haven's Kitchen Home LLC,
a New York limited liability company

WITH AND INTO

Haven's Kitchen, Inc.,

a Delaware corporation

Under Section 904a of the Limited Liability Company Law of the State of
New York

Filer's Name and Mailing Address:

Alison Cayne
(Name)

Haven's Kitchen Home LLC
(Company, if Applicable)

STATE OF NEW YORK
DEPARTMENT OF STATE

129 West 11th Street
(Mailing address)

FILED FEB 11 2021

New York, NY 10011
(City, State and ZIP code)

TAX S
BY: h

DRAWDOWN
Cst Ref:
13498825JC

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2021 FEB 11 AM 9:10

Delaware

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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 MERGER, WHICH MERGES:

"HAVEN'S KITCHEN HOME LLC", A NEW YORK LIMITED LIABILITY COMPANY,

WITH AND INTO "HAVEN'S KITCHEN, INC." UNDER THE NAME OF "HAVEN'S KITCHEN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2021, AT 8:03 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4962721 8100M
SR# 20210413170

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

Authentication: 202491466
Date: 02-11-21

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CERTIFICATE OF MERGER

MERGING

**Haven's Kitchen Home LLC,
a New York limited liability company**

WITH AND INTO

**Haven's Kitchen, Inc.,
a Delaware corporation**

Under Section 264 of the General Corporation Law
of the State of Delaware

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "**DGCL**"), the undersigned hereby certify as follows:

FIRST: The name of the surviving entity is Haven's Kitchen, Inc., a Delaware corporation (the "**Corporation**"), and the name of the entity being merged into this surviving entity is Haven's Kitchen Home LLC, a New York limited liability company (the "**Company**").

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the Company in accordance with Section 264(c) of the DGCL.

THIRD: The name of the surviving entity is "Haven's Kitchen, Inc.," a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving entity.

FIFTH: The Certificate of Incorporation of the surviving entity is attached hereto as **Exhibit A**.

SIXTH: The Agreement and Plan of Merger is on file at 129 West 11th Street, New York, NY 10011, the place of business of the Corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Corporation on request, without cost, to any stockholder of the Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the Corporation and the Company has caused this Certificate of Merger to be executed in its corporate name this 5th day of February, 2021, and each undersigned signatory acknowledges that her execution of this Certificate is the act and deed of the applicable corporation and that the facts set forth herein are true and correct.

**HAVEN'S KITCHEN HOME LLC,
a New York limited liability company**

By: /s/ Alison Cayne
Name: Alison Cayne
Title: CEO

**HAVEN'S KITCHEN, INC.,
a Delaware corporation**

By: /s/ Alison Cayne
Name: Alison Cayne
Title: CEO

Exhibit A

Certificate of Incorporation

**CERTIFICATE OF INCORPORATION
OF
HAVEN'S KITCHEN, INC.**

ARTICLE I

The name of the corporation is Haven's Kitchen, Inc. (the "*Company*").

ARTICLE II

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

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the DGCL, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 2,455,141 shares, with par value of \$0.0001 per share.

ARTICLE V

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

Alison Cayne
129 West 11th Street
New York, NY 10011

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, adopt, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

Except as provided in Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.