

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM652549

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>RESUBMIT DOCUMENT ID:</b>	900615087		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HOP WTR LLC		10/26/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HOP WTR Inc.		
<b>Street Address:</b>	5630 Venice Blvd.		
<b>Internal Address:</b>	Unit 660		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90019		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88829773	HOP WTR	
<b>Serial Number:</b>	90694524	HOPPY ON PURPOSE	
<b>Serial Number:</b>	90694555	H.O.P. HOPPY ON PURPOSE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	312-784-1087		
<b>Email:</b>	yuliya@amintalati.com		
<b>Correspondent Name:</b>	YULIYA PATLATA		
<b>Address Line 1:</b>	100 S. WACKER		
<b>Address Line 2:</b>	SUITE 2000		
<b>Address Line 4:</b>	CHICAGO, ILLINOIS 60606		
<b>NAME OF SUBMITTER:</b>	Yuliya Patlata		
<b>SIGNATURE:</b>	/Yuliya Patlata/		
<b>DATE SIGNED:</b>	06/08/2021		
<b>Total Attachments: 10</b>			

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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 "HOP WTR LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "HOP WTR LLC" TO "HOP WTR INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2020, AT 5:18 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7824408 8100V  
SR# 20208042785

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

Authentication: 203965111  
Date: 10-29-20

**TRADEMARK**  
**REEL: 007317 FRAME: 0261**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:18 PM 10/26/2020  
FILED 05:18 PM 10/26/2020  
SR 20208042785 - File Number 7824408

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

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is January 29, 2020.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is HOP WTR LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is HOP WTR Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 23rd day of October, A.D. 2020.

DocuSigned by:  
By: Jordan Bass  
361C68662027450

Name: Jordan Bass  
Print or Type

Title: Chief Executive Officer  
Print or Type

# 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 "HOP WTR INC." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2020, AT 5:18 O`CLOCK P.M.



7824408 8100V  
SR# 20208042785

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", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203965111  
Date: 10-29-20

**TRADEMARK**  
**REEL: 007317 FRAME: 0263**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:18 PM 10/26/2020  
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**CERTIFICATE OF INCORPORATION  
OF  
HOP WTR Inc.**

(Pursuant to the  
General Corporation Law of the State of Delaware)

**Article I.**

Name

The name of this corporation is HOP WTR Inc. (the "Corporation"). The Corporation is the successor in interest by means of conversion of HOP WTR LLC, a Delaware limited liability company.

**Article II.**

Registered Office

The address of the registered office of the Corporation in the State of Delaware is to be located at 251 Little Falls Drive, in the city of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

**Article III.**

Corporate Purpose

The nature of the business or purposes to be conducted or promoted 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 "General Corporation Law").

**Article IV.**

Capital Stock

The Corporation is authorized to issue one class of stock to be designated "Common Stock". The total number of shares of all classes of stock which the Corporation shall have authority to issue is 11,000,000 shares of Common Stock, \$0.00001 par value per share ("Common Stock"). The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the holders of Common Stock of the Corporation.

A. Common Stock

1. Voting

The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or

decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Stock that may be required by the terms of this Certificate of Incorporation and/or any stockholders agreement, voting agreement or similar document by and between the Corporation and its stockholders, including, without limitation, that certain Stockholders' Agreement dated as of October 23, 2020 (the "Stockholders' Agreement"), as the same may be amended and/or restated from time to time) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

## 2. Distribution of Proceeds Upon a Company Sale

A. Upon the occurrence of any Company Sale (as hereinafter defined), either voluntary or involuntary, the Board of Directors or, if there is no Board of Directors then remaining, such other person(s) designated by more than fifty percent (50%) of the issued and outstanding shares of Common Stock of the Corporation, shall take full account of the assets and liabilities of the Corporation, shall liquidate the assets (unless the Board of Directors determines that a distribution of any Corporation property in-kind would be more advantageous to the stockholders than the sale thereof) as promptly as is consistent with obtaining the fair value thereof, and shall apply and distribute the proceeds therefrom in the following order:

(1) first, to the payment of the debts and liabilities of the Corporation to creditors, including stockholders who are creditors, to the extent permitted by law, in satisfaction of such debts and liabilities, and to the payment of necessary expenses of liquidation;

(2) second, to the setting up of any reserves which the Board of Directors may reasonably deem necessary or appropriate for any anticipated obligations or contingencies of the Corporation arising out of or in connection with the operation or business of the Corporation. Such reserves may be paid over by the Board of Directors to an escrow agent or trustee selected by the Board of Directors to be disbursed by such escrow agent or trustee in payment of any of the aforementioned obligations or contingencies and, if any balance remains at the expiration of such period as the Board of Directors shall deem advisable, shall be distributed by such escrow agent or trustee in the manner hereinafter provided; and

(3) third, to each stockholder in accordance with their respective percentage ownership in the Corporation.

B. For purposes hereof, "Company Sale" shall refer to the following transactions: (a) a merger or consolidation in which (i) the Corporation is a constituent party; or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any

subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

#### **Article V.**

##### Board of Directors

A. Subject to any additional vote required by this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

B. Subject to the terms of Article IV and any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Stockholders' Agreement.

C. Subject to the terms of the Stockholders' Agreement, the holders of record of the shares of Common Stock, shall be entitled to elect all of the directors of the Corporation. Subject to the terms of the Stockholders' Agreement, any director elected as provided in the preceding sentence may be removed by, and only by, the affirmative vote of the holders of record of the shares of Common Stock entitled to elect such directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. Elections of directors need not be by written ballot and may be evidenced via written consent.

#### **Article VI.**

##### Meetings of Stockholders; Books

A. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide.

B. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

#### **Article VII.**

##### Indemnification of Officers, Directors and Others

A. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of the foregoing provisions



of this Article VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. 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 "Indemnified Person") 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 such person, or a person for whom such person 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, limited liability company, 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 Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article VII, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors of the Corporation.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person 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 Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article VII or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article VII is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person 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 Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent 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, limited liability company, 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 person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors of the Corporation in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors of the Corporation.

5. Advancement of Expenses of Employees and Agents. The Corporation shall pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors of the Corporation.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of this Certificate of Incorporation, the Bylaws of the Corporation, a vote of stockholders or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors of the Corporation may, to the fullest extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

## Article VIII.

### Forum for Disputes

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's

stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the General Corporation Law or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article VIII shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article VIII (including, without limitation, each portion of any sentence of this Article VIII containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

#### **Article IX.**

For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors (in addition to any other consent required under this Certificate of Incorporation), such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero (0).

#### **Article X.**

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights conferred on stockholders, directors and officers in this Certificate of Incorporation are subject to this reserved power.

#### **Article XI.**

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

Jordan Bass  
5630 Venice Blvd Unit #660  
Los Angeles, CA 90019

**IN WITNESS WHEREOF**, this Certificate of Incorporation has been executed on this  
23rd day of October, 2020.

DocuSigned by:  
*Jordan Bass*  
251CDB5520674E0  
By: \_\_\_\_\_  
Jordan Bass, Incorporator