

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM689409

| | | | |
|---|------------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ENGAGE Jeweler, LLC | | 11/03/2021 | Corporation: COLORADO |
| RECEIVING PARTY DATA | | | |
| Name: | ENGAGE Jeweler, Inc. | | |
| Street Address: | 3000 E. 1ST AVENUE, SUITE 243 | | |
| City: | DENVER | | |
| State/Country: | COLORADO | | |
| Postal Code: | 80206 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 88121394 | ENGAGE | |
| Serial Number: | 88910348 | ENGAGE JEWELER | |
| Serial Number: | 90260527 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3032231111 | | |
| <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: | 3032231100 | | |
| Email: | DNTrademarkDocket@bhfs.com | | |
| Correspondent Name: | Andrea M. LaFrance | | |
| Address Line 1: | 410 Seventeenth Street, Suite 2200 | | |
| Address Line 4: | Denver, COLORADO 80202 | | |
| ATTORNEY DOCKET NUMBER: | 063242.0001 | | |
| NAME OF SUBMITTER: | Andrea M. LaFrance | | |
| SIGNATURE: | /Andrea M. LaFrance/ | | |
| DATE SIGNED: | 11/19/2021 | | |
| Total Attachments: 7 | | | |
| source=Certificate of Conversion - Engage Jeweler LLC (Colorado) to Engage Jeweler Inc. (Delaware)#page1.tif | | | |
| source=Certificate of Conversion - Engage Jeweler LLC (Colorado) to Engage Jeweler Inc. (Delaware)#page2.tif | | | |
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A COLORADO LIMITED LIABILITY COMPANY UNDER THE NAME OF "ENGAGE JEWELER, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ENGAGE JEWELER, LLC" TO "ENGAGE JEWELER, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 2021, AT 3:13 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6360375 8100F
SR# 20213695264

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

Authentication: 204591110
Date: 11-03-21

TRADEMARK
REEL: 007500 FRAME: 0957

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 Colorado.
- 2.) The jurisdiction immediately prior to filing this Certificate is Colorado.
- 3.) The date the Limited Liability Company first formed is 3/20/2018.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is ENGAGE Jeweler, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is ENGAGE Jeweler, 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 3rd day of November, A.D. 2021.

By: /s/ Michael Pollak

Name: Michael Pollak
Print or Type

Title: Manager
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 "ENGAGE
JEWELER, INC." FILED IN THIS OFFICE ON THE THIRD DAY OF
NOVEMBER, A.D. 2021, AT 3:13 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6360375 8100F
SR# 20213695264

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

Authentication: 204591110
Date: 11-03-21

TRADEMARK
REEL: 007500 FRAME: 0959

**CERTIFICATE OF INCORPORATION
OF
ENGAGE JEWELER, INC.**

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware (the "DGCL") hereby certifies that:

**ARTICLE I.
NAME**

The name of the corporation is ENGAGE Jeweler, Inc. (the "Corporation").

**ARTICLE II.
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

**ARTICLE III.
REGISTERED OFFICE, AGENT**

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

**ARTICLE IV.
AUTHORIZED SHARE CAPITAL**

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is two hundred thousand (200,000), each having a par value of \$0.0001.

**ARTICLE V.
BOARD OF DIRECTORS**

The number of directors that shall constitute the whole board of directors of the Corporation (the "Board of Directors") shall be fixed by, or in the manner provided in, the Bylaws of the Corporation (the "Bylaws").

**ARTICLE VI.
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend or rescind the Bylaws of the Corporation.

**ARTICLE VII.
ELECTION**

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE VIII.
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

**ARTICLE IX.
LIABILITY**

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; *provided* that this Article IX shall not eliminate or limit the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which such director derived any improper personal benefit. 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 Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. No amendment to or repeal of this Article IX shall adversely affect any right or protection of any director of the Corporation existing at the time of such amendment or repeal for or with respect to acts or omissions of such director prior to such amendment or repeal.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall provide indemnification and advancement of expenses in accordance with the Bylaws of the Corporation.

**ARTICLE XI.
SECTION 203**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

**ARTICLE XII.
INCORPORATOR**

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

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|----------------|---|
| Michael Pollak | 3000 E. 1st Avenue, Suite 243 Denver, CO 80206 |

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Incorporation has been subscribed this 3rd day of November, 2021, by the undersigned who affirms that the statements made herein are true and correct.

/s/ Michael Pollak

Michael Pollak, Sole Incorporator

[Signature Page to Certificate of Incorporation of ENGAGE Jeweler, Inc.]

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RECORDED: 11/19/2021

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