

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM713027

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Paka Apparel, LLC		08/16/2021	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Paka Apparel, Inc.		
<b>Street Address:</b>	10606 Wills Loop		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78717		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	90109346	BREATHE BY PAKA	
<b>Registration Number:</b>	5364042	PAKA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8443978265		
<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>	9198294296		
<b>Email:</b>	tschmidt@hutchlaw.com		
<b>Correspondent Name:</b>	Trevor P. Schmidt		
<b>Address Line 1:</b>	701 Corporate Center Drive, Suite 250		
<b>Address Line 4:</b>	Raleigh, NORTH CAROLINA 27612		
<b>ATTORNEY DOCKET NUMBER:</b>	PAKA.21000		
<b>NAME OF SUBMITTER:</b>	Trevor P. Schmidt		
<b>SIGNATURE:</b>	/Trevor P. Schmidt/		
<b>DATE SIGNED:</b>	03/08/2022		
<b>Total Attachments: 6</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 "PAKA APPAREL, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PAKA APPAREL, LLC" TO "PAKA APPAREL, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 2021, AT 4:33 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6169886 8100V  
SR# 20213029294

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

Authentication: 203966480  
Date: 08-19-21

**TRADEMARK**  
**REEL: 007653 FRAME: 0658**

# 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 "PAKA  
APPAREL, INC." FILED IN THIS OFFICE ON THE NINETEENTH DAY OF  
AUGUST, A.D. 2021, AT 4:33 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

6169886 8100V  
SR# 20213029294

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

Authentication: 203966480  
Date: 08-19-21

**TRADEMARK**  
**REEL: 007653 FRAME: 0659**



**CERTIFICATE OF INCORPORATION  
OF  
PAKA APPAREL, INC.  
  
A PUBLIC BENEFIT CORPORATION**

Pursuant to Section 102 of the General Corporation Law of Delaware (the “**DGCL**”), the undersigned hereby submits this Certificate of Incorporation for the purposes of forming a business corporation.

**ARTICLE I**

The name of the corporation is Paka Apparel, Inc. (the “**Corporation**”).

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 2140 South DuPont Highway, Camden, Kent County, Delaware 19934, and the name of the registered agent is Paracorp Incorporated.

**ARTICLE III**

The Corporation shall be a public benefit corporation as contemplated by subchapter XV of the General Corporation Law, or any successor provisions, that it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders’ pecuniary interests, the best interests of those materially affected by the Corporation’s conduct and the public benefit or benefits identified in this Certificate of Incorporation, as amended from time to time (the “**Certificate of Incorporation**”).

If the DGCL is amended to alter or further define the management and operation of public benefit corporations, then the Corporation shall be managed and operated in accordance with the DCGL, as so amended. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law and for the specific public benefit of building a vertical system to support the environment through sustainable sourcing and manufacturing, and creating jobs and providing educational opportunities for Peruvian women in underserved communities.

**ARTICLE IV**

The Corporation has the authority to issue Five Million (5,000,000) shares of Common Stock, par value of \$0.0001 per share.

**ARTICLE V**

The name and mailing address of the incorporator is Kristopher Cody, 701 Corporate Center Drive Suite 250, Raleigh, NC 27607.

## **ARTICLE VI**

The Board of Directors of the Corporation (the "**Board**") has the power to adopt, amend or repeal the Bylaws of the Corporation.

## **ARTICLE VII**

Elections of members of the Board may be, but are not required to be, by written ballot.

## **ARTICLE VIII**

No member of the Board shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware or any successor provision, (iv) for any transaction from which such director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, if the General Corporation Law of Delaware is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the Corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the General Corporation Law of Delaware in the Certificate of Incorporation, Bylaws or contract or resolution of the Corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

## **ARTICLE IX**

Except as provided in Article VIII above, the Corporation 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.

## **ARTICLE X**

This Certificate of Incorporation shall be effective upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on August 5, 2021.

By: 16 g  
Kristopher Cody, Incorporator