

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM730191

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hive Cocktail, LLC		02/25/2022	Limited Liability Company: COLORADO
RECEIVING PARTY DATA			
Name:	Hive Cocktail, Inc.		
Street Address:	1625 Broadway		
Internal Address:	Suite 800		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	97237312	THE HIVE MAKES THE HONEY	
Serial Number:	97039678	SPIRITED HIVE	
Serial Number:	90522032	WASP	
Serial Number:	90523146		
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:	9784639100		
Email:	trademarks@sandsip.com		
Correspondent Name:	Matthew Saunders		
Address Line 1:	14 Cedar Street Suite 224		
Address Line 4:	Amesbury, MASSACHUSETTS 01913		
NAME OF SUBMITTER:	Matthew Saunders		
SIGNATURE:	/matthew saunders/		
DATE SIGNED:	05/25/2022		
Total Attachments: 9			
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OP \$115.00 97237312

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source=20221212718#page1.tif
source=20221212718#page2.tif
source=20221212718#page3.tif
source=Hive Cocktail, Inc. 01 2022-02-25 Certificate of Incorporation (1)#page1.tif
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**WRITTEN CONSENT
OF THE MANAGERS OF
HIVE COCKTAIL, LLC
TO ACTION WITHOUT MEETING**

February 25, 2022

The undersigned, constituting the Managers of HIVE COCKTAIL, LLC, a Colorado limited liability company (the "Company"), acting by written consent to action without meeting, hereby adopt the following resolutions and take the following actions without a meeting, without prior notice, and without a vote, effective as of the date first above written:

Conversion to Delaware Corporation

WHEREAS, the undersigned have determined that it is in the best interests of the Company and its Member (as such term is defined in the Operating Agreement of the Company dated as of September 1, 2020 (the "Agreement"; capitalized terms used but not defined herein are used as defined in the Agreement)), that the Company convert to a Delaware corporation (the "Conversion"), with the name Hive Cocktail, Inc. (the "Resulting Corporation"), pursuant to Section 7-90-201 of the Colorado Corporations and Associations Act (the "CO Act") and Section 265 of the Delaware General Corporation Law (the "DGCL") and on the terms and conditions set forth in the Plan of Conversion attached hereto as Exhibit A (the "Plan"); and

WHEREAS, the Plan provides that the Conversion will be effected by (a) the filing with the Secretary of State of the State of Colorado a duly executed Statement of Conversion meeting the requirements of Section 7-90-201.7 of the CO Act, (b) the filing with the Secretary of State of the State of Delaware a duly executed Certificate of Conversion meeting the requirements of Section 265 of the DGCL, and (c) the filing with the Secretary of State of the State of Delaware of a duly executed Certificate of Incorporation of the Resulting Corporation meeting the requirements of Section 265 of the DGCL (the "Certificate of Incorporation");

NOW THEREFORE BE IT RESOLVED, that the Conversion, the Plan, the Statement of Conversion, the Certificate of Conversion, and the Certificate of Incorporation (the "Conversion Documents"), with such changes as the Managers deem necessary or advisable, and any documents contemplated thereby, be and hereby are authorized, approved, ratified, and confirmed; and

RESOLVED FURTHER, that the attorneys of Riggs Davie PLC be and hereby are authorized to execute and deliver for filing the Conversion Documents on behalf of the Company;

Omnibus Resolutions

RESOLVED FURTHER, that the Managers, acting alone in their sole discretion, be and hereby are authorized and directed, on behalf and in the name of the Company, to take such actions or steps, including the execution, delivery, and filing of any and all agreements, instruments, certificates, and other documents, as may be deemed necessary or advisable in order to effectuate

the resolutions approved herein, the execution of which for and on behalf of the Company by them to constitute conclusive evidence of the approval of same; and

RESOLVED FURTHER, that the authority and power given hereunder be deemed retroactive and any and all acts authorized hereunder performed prior to the passage of these resolutions be and hereby are adopted, authorized, approved, ratified, and confirmed.

* * * * *

The appropriate officer of the Company be and hereby is directed to place this consent in appropriate order in the minute book of the Company.

This consent may be executed in counterparts, each of which will be deemed to be an original and all of which, when taken together, will be deemed to constitute one and the same document. Signatures transmitted by electronic transmission shall be deemed to be original signatures for all purposes.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned Managers of HIVE COCKTAIL, LLC have executed this written consent to action without meeting to indicate their approval of the matters set forth herein effective as of the date first above written.

John H. Espy
John H. Espy (Feb 25, 2022 14:47 EST)

JOHN H. ESPY

James D. Hanegan
James D. Hanegan (Feb 25, 2022 15:34 MST)

JAMES D. HANEGAN

EXHIBIT A
PLAN OF CONVERSION



Colorado Secretary of State
 Date and Time: 02/25/2022 01:30 PM
 ID Number: 20201766936
 Document number: 20221212718
 Amount Paid: \$50.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion Converting a Domestic Entity into a Foreign Entity
 filed pursuant to § 7-90-201.7 (1) and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number, entity name, form of entity, jurisdiction under the law of which it is formed, and principal office address are

ID number	<u>20201766936</u> (Colorado Secretary of State ID number)
Entity name	<u>Hive Cocktail, LLC</u>
Form of entity	<u>Limited Liability Company</u>
Jurisdiction	<u>Colorado</u>
Principal office street address	<u>1625 Broadway</u> (Street number and name)
	<u>Suite 800</u>
	<u>Denver</u> <u>CO</u> <u>80202-4708</u> (City) (State) (ZIP/Postal Code)
	<u>United States</u> (Province – if applicable) (Country)
Principal office mailing address (leave blank if same as street address)	<u></u> (Street number and name or Post Office Box information)
	<u></u> (City) (State) (ZIP/Postal Code)
	<u></u> (Province – if applicable) (Country)

2. For the resulting entity, its true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

True name	<u>Hive Cocktail, Inc.</u>
Form of entity	<u>Foreign Corporation</u>
Jurisdiction	<u>Delaware</u>
Street address	<u>1625 Broadway</u> (Street number and name)
	<u>Suite 800</u>
	<u>Denver</u> <u>CO</u> <u>80202-4708</u> (City) (State) (ZIP/Postal Code)
	<u></u> (Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. (Mark the applicable box and complete the statement. Caution: Mark only one box.)

The resulting foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

or

The resulting foreign entity maintains a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name
(if an individual) _____
(Last) (First) (Middle) (Suffix)

or

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Street address

(Street number and name)

(City) CO (State) (ZIP Code)

Mailing address
(leave blank, if same as street address) _____
(Street number and name or Post Office Box information)

(City) CO (State) (ZIP Code)

5. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

6. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 02/28/2022.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent

documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

7. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Reid</u>	<u>Kevin</u>	<u>Dillon</u>	<u></u>
(Last)	(First)	(Middle)	(Suffix)
<u>104 Continental Place</u>			
(Street number and name or Post Office Box information)			
<u>Suite 320</u>			
<u>Brentwood</u>	<u>TN</u>	<u>37207</u>	
(City)	(State)	(ZIP/Postal Code)	
<u></u>	<u></u>	<u></u>	<u></u>
(Province – if applicable)	(Country)		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**CERTIFICATE OF INCORPORATION
OF
HIVE COCKTAIL, INC.**

The undersigned natural person, acting as incorporator of a corporation under the Delaware General Corporation Law, as amended (the "DGCL"), hereby adopts the following Certificate of Incorporation for such corporation:

I.

The name of this corporation is Hive Cocktail, Inc. (the "Company").

II.

The address of the registered office of the Company in the State of Delaware is 1111B South Governors Avenue, Dover, Delaware, 19904, County of Kent; the name of the registered agent of the Company in the State of Delaware at such address is First State Corporate Services, Inc.

III.

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

IV.

A. The Company is authorized to issue one class of stock to be designated "Common Stock." The total number of shares that the Company is authorized to issue is 2,000,000 shares of Common Stock (the "Common Stock"). The Common Stock has a par value of \$0.00001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-converted basis).

V.

A. The liability of the directors of the Company for monetary damages is eliminated or limited to the fullest extent permitted under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability

of a director to the Company will be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

C. Any repeal or modification of this Article V will only be prospective and will not affect the rights or protections or increase the liability of any director under this Article V in effect at the time of the alleged occurrence of any action or failure to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Company is vested in its Board. The Board shall fix the number of directors that constitute the whole Board in the manner provided in the Bylaws, subject to any restrictions that may be set forth in this Certificate of Incorporation.

B. The Board is expressly empowered to adopt, amend or repeal the Bylaws of the Company, subject to any restrictions that may be set forth in this Certificate of Incorporation. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

VII.

The name and address of the incorporator is:

Kevin Dillon Reid
104 Continental Place, Suite 320
Brentwood, TN 37027

The undersigned, acting as incorporator, has signed this Certificate of Incorporation as of February 25, 2022. This filing is to become effective February 28, 2022 at 11:59 p.m.

K. Dillon Reid

Kevin Dillon Reid, Incorporator