

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM794445

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Splyc, LLC		06/16/2022	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Splyc, Inc.		
Street Address:	201 E. City Hall Ave		
City:	Norfolk		
State/Country:	VIRGINIA		
Postal Code:	23510		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	90813458	SPLICE	
Serial Number:	97066078	YARD SPOT	
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:	7572386383		
Email:	wpoynter@kaleolegal.com		
Correspondent Name:	William Rueger Poynter		
Address Line 1:	4456 Corporation Lane		
Address Line 2:	Suite 135		
Address Line 4:	Virginia Beach, VIRGINIA 23462		
NAME OF SUBMITTER:	William Rueger Poynter		
SIGNATURE:	/williamrpoynter/		
DATE SIGNED:	03/14/2023		
Total Attachments: 4			
source=BE16875771-17397273-MISC#page1.tif			
source=Articles of Conversion - Splyc LLC - executed#page1.tif			
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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JUNE 16, 2022

The State Corporation Commission has found the accompanying articles of conversion submitted on behalf of

Splyc, LLC

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF CONVERSION

be issued and admitted to record with the articles of conversion in the Office of the Clerk of the Commission, effective June 16, 2022.

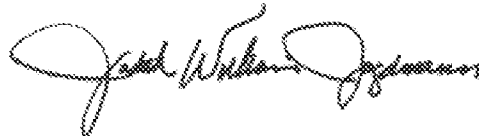
When the certificate becomes effective, Splyc, LLC is deemed to be a stock corporation under the laws of this Commonwealth with the name

Splyc, Inc.

The stock corporation is granted the authority conferred on it by law in accordance with the articles of incorporation , subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

ARTICLES OF ENTITY CONVERSION OF
SPLYC, LLC

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 15 of the Code of Virginia, states as follows:

1. The name of the Virginia limited liability company immediately before the filing of these articles of entity conversion is Splyc, LLC. The limited liability company shall convert to a Virginia stock corporation and its name shall be Splyc, Inc.
2. The converting limited liability company was originally organized on May 17, 2021 as a Virginia limited liability company with the name Splyc, LLC.
3. The plan of entity conversion, pursuant to § 13.1-1083 of the Code of Virginia, is set forth as follows:
 - A. The full text of the articles of incorporation of the resulting corporation as they will be in effect upon consummation of the conversion is attached hereto.
 - B. The membership units of Splyc, LLC (the “Units”) outstanding immediately prior to the conversion shall be converted automatically, without any action on the part of the holder thereof, into validly issued, fully paid and non-assessable shares of the Corporation’s common stock on a one-for-ten basis with each Unit being converted into ten shares of common stock.
 - C. Any shares of common stock issued in exchange for Units that, immediately prior to the conversion, were unvested or were subject to a repurchase option, risk of forfeiture, or other condition pursuant to the terms of the Splyc, LLC Amended and Restated Operating Agreement, and employment agreement, equity grant, or other applicable agreement of the Company shall be subject to the same vesting requirements, repurchase options, risks of forfeiture, or other conditions unless different terms are set forth in a new or amended employment agreement, equity grant, or other applicable agreement between Splyc, Inc. and the holder receiving such shares of common stock, and the certificate representing such common stock, if any, may accordingly be marked with appropriate legends in the discretion of Splyc, Inc.
 - D. At the effective time of this conversion, Splyc, LLC shall continue its existence in the organizational form of a Virginia stock corporation. All of the rights, privileges and powers of Splyc, LLC, all property, and all debts due to the company, as well as all other things and causes of actions belonging to the company, shall remain vested in Splyc, Inc. and shall be the property of the corporation. All actions and resolutions of the company’s managers and members, as applicable, taken or adopted from the inception of the company prior to the effective time of the conversion shall continue in full force and effect as if the corporation’s board of directors and the stockholders, respectively, had taken such actions and adopted such resolutions. All rights of creditors and all liens upon any property of the company shall be preserved unimpaired, and all debts, liabilities, and duties of the company shall remain attached to the corporation and may be enforced against the corporation to the same extent as if said debts, liabilities, and duties had originally been incurred or contracted by the corporation in its capacity as a Virginia stock corporation.
4. The plan of entity conversion was adopted by the limited liability company in accordance with § 13.1-1084 of the Code of Virginia and Section 3.5(e) of the Company’s Operating Agreement on June 1, 2022.
5. The effective date of this conversion shall be June __, 2022.

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**ARTICLES OF INCORPORATION
OF SPLYC, INC., A VIRGINIA STOCK CORPORATION**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is Splyc, Inc.
2. The corporation is authorized to issue 100,000 share(s) of common stock.
3. A. The name of the corporation's initial registered agent is Kevin Neuman Speers.
B. The corporation's initial registered agent is (mark appropriate box):

an <u>individual</u> who is a resident of Virginia and <input checked="" type="checkbox"/> an initial director of the corporation. <input type="checkbox"/> a member of the Virginia State Bar.	OR	<input type="checkbox"/> a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
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4. A. The corporation's initial registered office address, including the street and number (if any), which is identical to the business office of the initial registered agent, 201 E City Hall Ave, Norfolk, VA, 23510 - 1797, USA.

B. The registered office is located in the City of Virginia Beach.

5. The corporation's principal office address, including the street and number (if any), is 201 E City Hall Ave, Norfolk, VA, 23510 - 1797, USA.

6. The initial directors are:

NAME(S)	ADDRESS(ES)
Kevin Speers	201 E. City Hall Ave
	Norfolk, Virginia 23510

INCORPORATOR(S):



 SIGNATURE(S)

Kevin Speers

 PRINTED NAME(S)