

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

Assignment ID: TMI44687

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CHALLAIN, INC.		05/11/2021	Corporation: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Company Name:</b>	CHALLAIN, INC., SPC		
<b>Street Address:</b>	200 Market Street N.E.		
<b>City:</b>	Olympia		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98501		
<b>Entity Type:</b>	Corporation: WASHINGTON		
<b>PROPERTY NUMBERS Total: 10</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1863861	BATDORF & BRONSON	
<b>Registration Number:</b>	1864101	BATDORF & BRONSON	
<b>Registration Number:</b>	5429591	BATDORF & BRONSON	
<b>Registration Number:</b>	5417509	BATDORF & BRONSON	
<b>Registration Number:</b>	1766868	DANCING GOATS	
<b>Registration Number:</b>	1760803	DANCING GOATS	
<b>Registration Number:</b>	5429590	DANCING GOATS	
<b>Registration Number:</b>	6236099	DANCING GOATS	
<b>Registration Number:</b>	3401293	CHILLY GOAT	
<b>Registration Number:</b>	5305510		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2063599000		
<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>	2063598000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Jason J. Howell		
<b>Address Line 1:</b>	P.O. BOX 2608		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98111		

OP \$265.00.00 74471023

<b>ATTORNEY DOCKET NUMBER:</b>	016300-4000
<b>NAME OF SUBMITTER:</b>	SHANNON LUK
<b>SIGNATURE:</b>	SHANNON LUK
<b>DATE SIGNED:</b>	02/22/2024

**Total Attachments: 11**

source=Certificate Regarding Adoption of 2021 Amended and Restated AOI#page1.tif  
source=2021 amended and restated articles of incorporation#page1.tif  
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source=2021 amended and restated articles of incorporation#page3.tif  
source=2021 amended and restated articles of incorporation#page4.tif  
source=2021 amended and restated articles of incorporation#page5.tif  
source=2021 amended and restated articles of incorporation#page6.tif  
source=2021 amended and restated articles of incorporation#page7.tif  
source=2021 amended and restated articles of incorporation#page8.tif  
source=2021 amended and restated articles of incorporation#page9.tif  
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**CERTIFICATE REGARDING ADOPTION  
OF  
AMENDED AND RESATED ARTICLES OF INCORPORATION  
OF  
CHALLAIN, INC.**

Pursuant to RCW 23B.10.070(4)(c), the undersigned hereby certify that:

1. The name of the Corporation is CHALLAIN, INC., SPC.
2. The amendments to the Articles of Incorporation are as follows:
3. In order to adopt the designation of a “social purpose corporation” the name of the Corporation is changed from CHALLAIN, INC. to CHALLAIN, INC., SPC; and
4. The Articles of Incorporation are changing in their entirety.

The amendments were adopted effective May 11, 2021 by unanimous vote of the shareholders and approval of the board of directors in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

Dated 28 August, 2021.

CHALLAIN, INC., SPC

By:   
Larry Challain, CEO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

OF

**CHALLAIN, INC.  
A Social Purpose Corporation**

Pursuant to the provisions of the Washington Business Corporation Act, Chapters 23B.10 and 23B.25 RCW, the following Amended and Restated Articles of Incorporation are submitted for filing.

ARTICLE 1 NAME

The name of this corporation hereby is and shall be CHALLAIN, INC., SPC (the "Corporation").

ARTICLE 2 AMENDMENTS, APPROVAL

These Amended and Restated Articles of Incorporation contain one or more amendments to the corporation's Articles of Incorporation. The amendments were duly approved by the shareholders of the corporation in accordance with the provisions of RCW 23B.10.030 and 23B.10.040, and RCW 23B.25.130; and were thereupon adopted by the Board of Directors on May 11, 2021. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE 3 DURATION

The period of this corporation's duration is perpetual.

ARTICLE 4 PURPOSES

This corporation is now organized as a social purpose corporation governed by Ch. 23B.25 RCW. The mission of this social purpose corporation is not necessarily compatible with and may be contrary to maximizing profits and earnings for shareholders, or maximizing shareholder value in any sale, merger, acquisition, or other similar actions of the corporation. The purpose of the corporation shall include creating a material positive impact on society and the environment, taken as a whole, from the business and operations of the corporation.

ARTICLE 5 REGISTERED OFFICE, AGENT

The address of the registered office of the corporation is 1800 Cooper Point Road, S.W., Building 11, Olympia, Washington 98502, and the name of the registered agent at such address is DAVID D. CULLEN.

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ARTICLE 6 SHARES

The total authorized number of shares of the corporation is one hundred thousand (100,000) common shares, all of which shall be of one class; provided that the Board of Directors may issue such stock in one or more series, and designate as to which series whether it shall have voting rights. Except as to voting rights, all shares in all series shall be identical in all respects and shall have equal rights and privileges as to profits and assets of the corporation.

These amendments provide for no exchange, classification, or cancellation of issued shares.

ARTICLE 7 CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, limited liability company, firm, association, or entity of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his, her, or their participation in such action, by voting or otherwise, even though his, her, or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLE 8 BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE 9 PREEMPTIVE RIGHTS

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of this corporation.

ARTICLE 10 DIRECTORS

The number of directors of this corporation shall be fixed in the manner specified in the Bylaws of this corporation. The current directors and their names and addresses are:

<u>Name</u>	<u>Address</u>
LARRY T. CHALLAIN	200 Market Street, N.E. Olympia, Washington 98501

CHERYL A. CHALLAIN

200 Market Street, N.E.  
Olympia, Washington 98501

DAVID J. WASON

200 Market Street, N.E.  
Olympia, Washington 98501

In discharging the duties of their respective positions and in considering the best interests of the corporation, the Board of Directors, committees of the Board, and individual directors shall consider the effects of any action or inaction upon: (i) the shareholders of the corporation; (ii) the employees and workforce of the corporation, its subsidiaries, and its suppliers; (iii) the interests of its customers as beneficiaries of the purpose of the corporation to have a material positive impact on society and the environment; (iv) community and societal factors, including those of each community in which offices or facilities of the corporation, its subsidiaries, or its suppliers are located; (v) the local and global environment; (vi) the short-term and long-term interests of the corporation, including benefits that may accrue to the corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the corporation; and (vii) the ability of the corporation to create a material positive impact on society and the environment, taken as a whole.

ARTICLE 11 CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by him or her for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE 12 AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

ARTICLE 13 EXECUTOR

The name and address of the Executor of these Amended and Restated Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
LARRY T. CHALAIN	200 Market Street, N.E. Olympia, Washington 98501

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated

Articles of Incorporation to be executed on this 6 day of August, 2021.


CHALLAIN, INC.

By: Larry T. Challain  
Print Name: LARRY T. CHALLAIN  
Title: CEO

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, DAVID D. CULLEN, hereby consent to continue to serve as registered agent, in the State of Washington, for the following corporation: CHALLAIN, INC., a Social Purpose Corporation. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: August 6, 2021.

  
DAVID D. CULLEN  
1800 Cooper Point Road, S.W., Building 11  
Olympia, Washington 98502

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By:   
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By: Larry T. Challain  
Print Name: LARRY T. CHALLAIN  
Title: CEO

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Dated: August 6, 2021.



DAVID D. CULLEN  
1800 Cooper Point Road, S.W., Building 11  
Olympia, Washington 98502

**DAVID D. CULLEN**  
**ATTORNEYS & COUNSELORS**

WEST HILLS OFFICE PARK  
BUILDING II  
1800 COOPER POINT ROAD, S.W.  
OLYMPIA, WASHINGTON 98502

DAVID D. CULLEN  
WILLIAM E. CULLEN  
(1913-1992)

TELEPHONE (360) 786-6500  
TELEFAX (360) 352-3118

Secretary of State  
801 Capitol Way S.  
Olympia, WA 98504-0234

August 9, 2021

Re: Articles of Amendment Challain, Inc.

Enclosed for filing please find:

Two copies of Amended and Restated Articles of Incorporation of Challain, Inc. A Social Purpose Corporation together with your Articles of Amendment Profit Corporation form filled out and signed. *Also enclosed is check for \$80.00 to expedite.*

Please return a conformed copy of each document to this office in the enclosed self-addressed return envelope.

Thank you.

Very truly yours,

  
DAVID D. CULLEN  
Attorney & Registered Agent

DDC/sc  
enclosures  
cc: Larry Challain