

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI70424

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900834549

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DYB+KYP LLC		04/06/2023	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Company Name:	DYB + KYP, Inc.
Street Address:	PO Box 1231
City:	Venice
State/Country:	CALIFORNIA
Postal Code:	90294
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	97143417	LEISURE PROJECT

CORRESPONDENCE DATA**Fax Number:** 2027833535*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.***Phone:** 2026268305**Email:** dmullarkey@polsinelli.com,jolsen@polsinelli.com**Correspondent Name:** Daniel P. Mullarkey**Address Line 1:** 1401 I Street, NW, Suite 800**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	JEAN OLSEN
SIGNATURE:	JEAN OLSEN
DATE SIGNED:	03/05/2024

Total Attachments: 8

source=DYB + KYP LLC CONVERTING INTO DYB + KYP INC. - Filled DE Conversion#page1.tif

source=DYB + KYP LLC CONVERTING INTO DYB + KYP INC. - Filled DE Conversion#page2.tif

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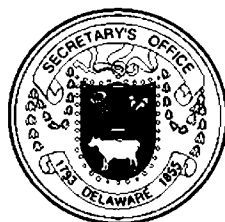
source=DYB + KYP LLC CONVERTING INTO DYB + KYP INC. - Filed DE Conversion#page5.tif

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 CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "DYB + KYP LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "DYB + KYP LLC" TO "DYB + KYP, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2023, AT 3:57 O`CLOCK P.M.



7394511 8100F
SR# 20231335537

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203103453
Date: 04-10-23

TRADEMARK
REEL: 008358 FRAME: 0798

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CALIFORNIA LIMITED LIABILITY COMPANY TO A
DELAWARE CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company was first formed is California.
2. The jurisdiction immediately prior to filing this Certificate is California.
3. The date the Limited Liability Company was first formed is April 2, 2021.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is DYB + KYP LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is DYB + KYP, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 4th day of April, 2023.

DYB + KYP LLC
A California limited liability company

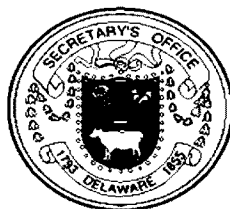
DocuSigned by:
By: Steve Michaelson
Name: Steven Michaelson
Title: Manager


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 "DYB + KYP, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2023, AT 3:57 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7394511 8100F
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DYB + KYP LLC
A California limited liability company

DocuSigned by:
By: Steve Michaelson
Name: Steven Michaelson
Title: Manager

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:57 PM 04/06/2023
FILED 03:57 PM 04/06/2023

CERTIFICATE OF INCORPORATION

SR 20231335537 - File Number 7394511

OF

DYB + KYP, INC.

FIRST: The name of the corporation (the "Corporation") is DYB + KYP, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 838 Walker Rd., Suite 21-2, Dover, Delaware, 19904, County of Kent, and the name of its registered agent at such address is Registered Agent Solutions, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation has the authority to issue shall be 10,000,000 shares of common stock, par value \$0.00001 per share.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Subject to the limitations and exceptions, if any, contained in the by-laws of the Corporation, such by-laws may be adopted, amended or repealed by the board of directors of the Corporation; and

(b) Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the by-laws of the Corporation; and

(c) Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such location or locations as may be designated by the board of directors of the Corporation or in the by-laws of the Corporation; and

(d) Except as provided to the contrary in the provisions establishing a class of stock, the number of authorized shares of such class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

SIXTH: The Corporation shall indemnify each person who at any time is, or shall have been, a director or officer of the Corporation and was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding, to the maximum

extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director or officer may be entitled, under any by-law, agreement, vote of directors or stockholders or otherwise. No amendment to or repeal of the provisions of this Article SIXTH shall deprive a director or officer of the benefit hereof with respect to any act or failure to act occurring prior to such amendment or repeal. In furtherance of and not in limitation of the foregoing, the Corporation shall advance expenses, including attorneys' fees, incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such advances if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of this Article SEVENTH shall deprive any director of the Corporation of the benefit hereof with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

EIGHTH: 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 the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: The name of the sole incorporator of the Corporation is David Cykiert. The sole incorporator's mailing address is Polsinelli PC, 600 3rd Ave 42nd floor, New York, NY 10016.

IN WITNESS WHEREOF, I have hereunto set my hand as of April 4, 2023.

DocuSigned by:
David Cykiert
THE 4/27/2023 10:43:00 AM
David Cykiert, Sole Incorporator