

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7047588

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
VIVAQUANT, LLC	02/14/2018
RECEIVING PARTY DATA	
Name:	VIVAQUANT, INC.
Street Address:	4399 NANCY PLACE
City:	ST. PAUL
State/Country:	MINNESOTA
Postal Code:	55126
PROPERTY NUMBERS Total: 21	
Property Type	Number
Patent Number:	9706956
Application Number:	15237327
Patent Number:	9713431
Patent Number:	9492096
Patent Number:	9414786
Patent Number:	9414758
Patent Number:	9408549
Patent Number:	9339202
Patent Number:	9314181
Patent Number:	9294074
Patent Number:	9072438
Patent Number:	9050007
Patent Number:	9008762
Patent Number:	8688202
Patent Number:	8632465
Patent Number:	8543195
Patent Number:	8478389
Patent Number:	11103145
Patent Number:	10231638
Patent Number:	10098561

Property Type	Number
Patent Number:	10028706

CORRESPONDENCE DATA

Fax Number:
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: 6512592303
Email: ecurtin@ip-firm.com
Correspondent Name: ERIC J CURTIN
Address Line 1: 1150 NORTHLAND DR.
Address Line 2: SUITE 100
Address Line 4: MENDOTA HEIGHTS, MINNESOTA 55120

NAME OF SUBMITTER:	ERIC J. CURTIN
SIGNATURE:	/Eric J. Curtin/
DATE SIGNED:	11/30/2021

Total Attachments: 12
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**JOINT WRITTEN ACTION
OF THE BOARD OF GOVERNORS
AND MEMBERS OF
VIVAQUANT, LLC**

This Joint Written Action is effective as of the 14 day of February, 2018, executed by all of the members of the Board of Governors (the "Board") and the members (the "Members") identified below who own at least a majority of the outstanding Membership Units of VivaQuant, LLC, a Minnesota limited liability company, (the "Company"), pursuant to Sections 5.6, 5.7, 6.1 and 18.1 of the Limited Liability Company Operating Agreement of the Company dated as of December 1, 2014 (the "Original Operating Agreement"), as amended by the Amendment to Limited Liability Company Operating Agreement dated as of December 30, 2015 ("Amendment No. 1") (the Original Operating Agreement, as amended by Amendment No. 1 is referred to as the "Operating Agreement"), and Sections 322B.35 and 322B.656 of the Minnesota Statutes, in lieu of holding a joint meeting of the Governors and the Members, with all of the capitalized terms not otherwise expressly defined in this Written Action having the meanings ascribed to them in the Operating Agreement.

Authorization of the Plan of Conversion

WHEREAS, the members of the Board of Governors have determined that it is in the best interests of the Company to convert the Company into a Minnesota corporation pursuant to Section 302A.681 of the Minnesota Business Corporation Act (such transaction hereinafter referred to as the "Conversion");

WHEREAS, the members of the Board of Governors desire for the Company to enter into that certain Plan of Conversion, a form of which is attached hereto as Exhibit B and incorporated herein by reference, which describes the terms of the Conversion; and

WHEREAS, the members of the Board of Governors desire to consummate the Conversion by filing the Articles of Conversion and the Articles of Incorporation also attached as Exhibits A and C, for VivaQuant, Inc. (the "Corporation") with the Minnesota Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the members of the Board of Governors, in accordance with Section 302A.685 of the Minnesota Business Corporation Act, hereby approve the Conversion.

RESOLVED FURTHER, that the Authorized Officers are hereby authorized and directed to (i) execute the Plan of Conversion on behalf of the Company, (ii) file the Articles of Conversion with the Minnesota Secretary of State, and (iii) approve and cause to be filed the Articles of Incorporation for the Corporation with the Minnesota Secretary of State, in all cases, such Authorized Officer's approval and authority to be conclusively evidenced by such Authorized Officer's execution thereof, and to pay all fees and expenses incurred in connection with any filings.

RESOLVED FURTHER, that all acts authorized in the foregoing resolutions but performed prior to the adoption of these resolutions, be and hereby are ratified, approved, and confirmed in all respects.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have signed this Written Action effective as of the date and year first above written. This Written Action of the Members and the Board of Governors of the Company may be executed in any number of counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one document. Photocopies and facsimile signatures shall be deemed originals in all cases.

GOVERNORS:

DocuSigned by:

Brian Brockway

15FA7AB61852480...

DocuSigned by:

Marina Brockway

4FD48409CE90486...

MEMBERS:

DocuSigned by:

Brian Brockway

15FA7AB61852480...

DocuSigned by:

Brian Brockway

15FA7AB61852480...

rockway, JTWROS

DocuSigned by:

Marina Brockway

4FD48409CE90486...

DocuSigned by:

R. George Brockway

89F2B8B62AAD434...

DocuSigned by:

Robert Brockway

38C845625DF6430...

DocuSigned by:

Anthony Fossa

77E86CE96C0D452...

DocuSigned by:

Dorothy Glodek

E0BDE6B2E59C42A...

W. Glodek, JTWROS

DocuSigned by:

Mark Kroll

409263C38DE64B1...

DocuSigned by:

En Osipchuk

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En Osipchuk

7120A9C0BA754C7...

Osipchuk, JTWROS

[SIGNATURE PAGE TO JOINT WRITTEN ACTION AUTHORIZING CONVERSION]

Exhibit A
ARTICLES OF CONVERSION
OF
VIVAQUANT, LLC

THE UNDERSIGNED, an authorized officer of VivaQuant, LLC, a Minnesota limited liability company (the "Company"), hereby certifies as follows with respect to the conversion (the "Conversion") of the Company into VivaQuant, Inc., a Minnesota corporation (the "Corporation"):

1. The Plan of Conversion, a copy of which is attached as Exhibit B and incorporated herein by reference, describes the terms and conditions of the Conversion.
2. The name of the converting organization immediately before the filing of these Articles is VivaQuant, LLC.
3. The name of the converted organization immediately following the filing of these Articles will be VivaQuant, Inc.
4. The converted organization will be a Minnesota corporation.
5. The Plan of Conversion has been approved by the Board of Governors and the members of the converting organization, pursuant to Section 302A.685 of the Minnesota Business Corporation Act.
6. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit C and incorporated herein by reference.
7. The conversion shall be effective upon the filing of these Articles of Conversion.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of February 14, 2018.

VIVAQUANT, LLC

DocuSigned by:

Brian Brockway

15FA7AB61852480...

Brian Brockway, a resident

Exhibit B
PLAN OF CONVERSION
OF
VIVAQUANT, LLC

The following Plan of Conversion of VivaQuant, LLC shall be effective (the "Effective Time") upon the filing of Articles of Conversion, accompanied by this Plan of Conversion and a copy of the Articles of Incorporation of VivaQuant, Inc., a Minnesota corporation, with the Secretary of State of the State of Minnesota (the "Conversion") pursuant to Section 302A.687 of the Minnesota Business Corporation Act:

1. The name of the converting organization is VivaQuant, LLC.
2. The name of the converted organization is VivaQuant, Inc.
3. The converted organization will be a Minnesota corporation.
4. The terms and conditions of the proposed conversion are as follows: The conversion will become effective on the date set forth in the Articles of Conversion. The existing governors of VivaQuant, LLC will become directors of VivaQuant, Inc. The existing managers of VivaQuant, LLC will become officers of VivaQuant, Inc.
5. The Operating Agreement of the Company, entered into as of December 1, 2014, as amended, will terminate and be of no further force or effect as of the Effective Time.
6. Each issued and outstanding common membership unit of VivaQuant, LLC shall be converted into a share of common stock of VivaQuant, Inc. Each Equity Appreciation Unit of VivaQuant, LLC shall be converted in the Conversion to an equal number of Equity Appreciation Shares VivaQuant, Inc.
7. The Corporation will be governed by the terms and conditions of the Articles of Incorporation of the Corporation and the Bylaws of the Corporation, each as amended from time to time, and the Minnesota Business Corporation Act. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit C.

Dated: February 14, 2018

VivaQuant, LLC

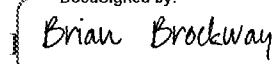
DocuSigned by:

15FA7AB61852480...
Brian Brockway
Its: Chief Executive Officer

Exhibit C
ARTICLES OF INCORPORATION
OF
VIVAQUANT, INC.

The undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 302A, Minnesota Statutes and all amendments thereto (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation shall be: VivaQuant, Inc.

ARTICLE II.
REGISTERED OFFICE

The location and post office address of the Corporation's registered office in the State of Minnesota shall be 4339 Nancy Place, St. Paul, Minnesota 55126.

ARTICLE III.
INCORPORATOR

The name and address of the incorporator is as follows:

Zachary J. Robins
Winthrop & Weinstine, P.A.
Suite 3500
225 South Sixth Street
Minneapolis, MN 55402

ARTICLE IV.
CAPITAL STOCK

The Corporation is authorized to issue an aggregate of 15,000,000 shares of capital stock. Of these shares, 10,000,000 shares shall be voting common stock, and the par value of each share shall be \$0.01. The remaining 5,000,000 shares shall initially be undesignated and, with respect to those shares, the board of directors has the authority to designate more than one class and more than one series of shares and to fix the relative rights and preferences of any such different class or series.

ARTICLE V.
PURPOSES AND POWERS

The Corporation shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited

to all those powers expressly conferred upon business corporations by the Act, as it may from time to time be amended, together with those powers implied therefrom.

ARTICLE VI.
DURATION

The Corporation shall have perpetual duration.

ARTICLE VII.
BOARD OF DIRECTORS; ELECTION OF DIRECTORS

The names of the members of the first board of directors are as follows:

Brian Brockway

Marina Brockway

ARTICLE VIII.
LIMITATION OF LIABILITY

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 302A.251 of the Act, as the same may be amended or restated. If the Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX.
WRITTEN ACTION OF THE BOARD

Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the board of directors of the Corporation, may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the board of directors at which all directors were present.

ARTICLE X.
PREEMPTIVE RIGHTS; CUMULATIVE VOTING

The shareholders of the Corporation shall not have preemptive rights to subscribe for or acquire securities or rights to purchase securities of any kind, class or series of the Corporation. The shareholders of the Corporation shall not have the right of cumulative voting.

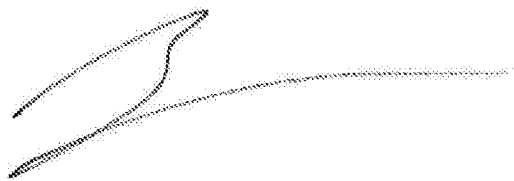
ARTICLE XI.
DISSENTERS' RIGHTS: AMENDMENT OF ARTICLES OF INCORPORATION

Dissenters' rights of shareholders of the Corporation resulting from or arising out of an amendment to these Articles of Incorporation are hereby eliminated to the fullest extent permitted by Section 302A.471 of the Act, as the same may be amended or restated.

ARTICLE XII.
WRITTEN ACTION OF THE SHAREHOLDERS

Any action required or permitted to be taken at a meeting of the shareholders may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of this 14 day of February, 2018.



Zachary J. Robins, Incorporator

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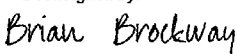
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OF
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THE UNDERSIGNED, an authorized officer of VivaQuant, LLC, a Minnesota limited liability company (the "Company"), hereby certifies as follows with respect to the conversion (the "Conversion") of the Company into VivaQuant, Inc., a Minnesota corporation (the "Corporation"):

1. The Plan of Conversion, a copy of which is attached as Exhibit A and incorporated herein by reference, describes the terms and conditions of the Conversion.
2. The name of the converting organization immediately before the filing of these Articles is VivaQuant, LLC.
3. The name of the converted organization immediately following the filing of these Articles will be VivaQuant, Inc.
4. The converted organization will be a Minnesota corporation.
5. The Plan of Conversion has been approved by the Board of Governors and the members of the converting organization, pursuant to Section 302A.685 of the Minnesota Business Corporation Act.
6. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit B and incorporated herein by reference.
7. The conversion shall be effective upon the filing of these Articles of Conversion.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of February 21, 2018.

VIVAQUANT, LLC

DocuSigned by:

15FA7AB61852480...

Brian Brockway, President

Exhibit A

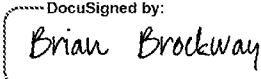
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1. The name of the converting organization is VivaQuant, LLC.
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6. Each issued and outstanding common membership unit of VivaQuant, LLC shall be converted into a share of common stock of VivaQuant, Inc. Each Equity Appreciation Unit of VivaQuant, LLC shall be converted in the Conversion to an equal number of Equity Appreciation Shares VivaQuant, Inc.
7. The Corporation will be governed by the terms and conditions of the Articles of Incorporation of the Corporation and the Bylaws of the Corporation, each as amended from time to time, and the Minnesota Business Corporation Act. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit B.

Dated: February 21, 2018

VivaQuant, LLC

DocuSigned by:

By 15FA7AB61852480...
Brian Brockway
Its: Chief Executive Officer

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Exhibit B

ARTICLES OF INCORPORATION
OF
VIVAQUANT, INC.

The undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 302A, Minnesota Statutes and all amendments thereto (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation shall be: VivaQuant, Inc.

ARTICLE II.
REGISTERED OFFICE

The location and post office address of the Corporation's registered office in the State of Minnesota shall be 4339 Nancy Place, St. Paul, Minnesota 55126.

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INCORPORATOR

The name and address of the incorporator is as follows:

Zachary J. Robins
Winthrop & Weinstine, P.A.
Suite 3500
225 South Sixth Street
Minneapolis, MN 55402

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The Corporation is authorized to issue an aggregate of 15,000,000 shares of capital stock. Of these shares, 10,000,000 shares shall be voting common stock, and the par value of each share shall be \$0.01. The remaining 5,000,000 shares shall initially be undesignated and, with respect to those shares, the board of directors has the authority to designate more than one class and more than one series of shares and to fix the relative rights and preferences of any such different class or series.

ARTICLE V.
PURPOSES AND POWERS

The Corporation shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited

to all those powers expressly conferred upon business corporations by the Act, as it may from time to time be amended, together with those powers implied therefrom.

ARTICLE VI.
DURATION

The Corporation shall have perpetual duration.

ARTICLE VII.
BOARD OF DIRECTORS; ELECTION OF DIRECTORS

The names of the members of the first board of directors are as follows:

Brian Brockway

Marina Brockway

ARTICLE VIII.
LIMITATION OF LIABILITY

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 302A.251 of the Act, as the same may be amended or restated. If the Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX.
WRITTEN ACTION OF THE BOARD

Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the board of directors of the Corporation, may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the board of directors at which all directors were present.

ARTICLE X.
PREEMPTIVE RIGHTS; CUMULATIVE VOTING

The shareholders of the Corporation shall not have preemptive rights to subscribe for or acquire securities or rights to purchase securities of any kind, class or series of the Corporation. The shareholders of the Corporation shall not have the right of cumulative voting.

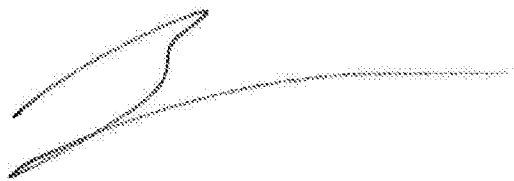
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DISSENTERS' RIGHTS: AMENDMENT OF ARTICLES OF INCORPORATION

Dissenters' rights of shareholders of the Corporation resulting from or arising out of an amendment to these Articles of Incorporation are hereby eliminated to the fullest extent permitted by Section 302A.471 of the Act, as the same may be amended or restated.

ARTICLE XII.
WRITTEN ACTION OF THE SHAREHOLDERS

Any action required or permitted to be taken at a meeting of the shareholders may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of this 14 day of February, 2018.



Zachary J. Robins, Incorporator

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