

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7123246

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONVERSION TO CHANGE COMPANY ARKANSAS LLC TO DELAWARE CORPORATION
CONVEYING PARTY DATA	
Name	Execution Date
ONYX BRANDS, LLC	12/13/2021
RECEIVING PARTY DATA	
Name:	ONYX BRANDS, INC.
Street Address:	9600 ROWLETT RD.
City:	NORTH LITTLE ROCK
State/Country:	ARKANSAS
Postal Code:	72113
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	D617498
CORRESPONDENCE DATA	
Fax Number:	(312)715-5155
<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:	3127155000
Email:	DEBRA.SZUMOWSKI@QUARLES.COM
Correspondent Name:	QUARLES & BRADY LLP
Address Line 1:	300 N. LASALLE STREET, SUITE 4000
Address Line 4:	CHICAGO, ILLINOIS 60654
ATTORNEY DOCKET NUMBER:	173425.00006-ONYX BRANDS
NAME OF SUBMITTER:	DEBRA M. SZUMOWSKI
SIGNATURE:	/DEBRA M. SZUMOWSKI/
DATE SIGNED:	01/14/2022
Total Attachments: 28	
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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 "ONYX BRANDS, INC." FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2021, AT 7:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6472251 8100F
SR# 20214093611

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

Authentication: 205017408
Date: 12-17-21

PATENT
REEL: 058739 FRAME: 0359

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 AN ARKANSAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "ONYX BRANDS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ONYX BRANDS, LLC" TO "ONYX BRANDS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2021, AT 7:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021 AT 11:59 O`CLOCK P.M.




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SR# 20214093611

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Authentication: 205017408
Date: 12-17-21

PATENT
REEL: 058739 FRAME: 0360

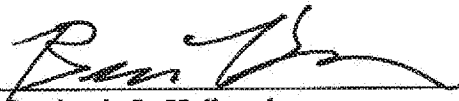
**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM AN ARKANSAS LIMITED LIABILITY COMPANY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATE LAW**

This Certificate of Conversion (the "Certificate") is being duly executed and filed by Onyx Brands, LLC, an Arkansas limited liability company (the "Company"), to convert the Company from an Arkansas limited liability company to a Delaware corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware.

- (1) The jurisdiction where the Company first formed is Arkansas.
- (2) The jurisdiction immediately prior to filing this Certificate is Arkansas.
- (3) The date on which the Company was formed is March 20, 1991.
- (4) The name of the Company immediately prior to filing this Certificate is Onyx Brands, LLC.
- (5) The name of the Corporation as set forth in the Certificate of Incorporation filed in accordance with 8 Del.C. § 265(b) is Onyx Brands, Inc.
- (6) This Certificate of Conversion shall be effective on 12/31/2021 at 11:59 P.M.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate this 13th day of December, 2021.

ONYX BRANDS, LLC,
an Arkansas limited liability company

By: 
Name: Benjamin L. Holbrook
Its: Chairman

CERTIFICATE OF INCORPORATION

OF

ONYX BRANDS, INC.

1. Name. The name of the Corporation is Onyx Brands, Inc.
2. Registered Office and Agent. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. Purpose. The nature of the business or purposes to be conducted or promoted 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 (the "DGCL").
4. Authorized Stock. The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock and the par value of each of such shares is One Cent (\$.01).
5. Incorporator. The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Patrick H. Taylor	411 East Wisconsin Avenue Suite 2400 Milwaukee, WI 53202-4428
6. Period of Existence. The Corporation shall have perpetual existence.
7. Number of Directors. The number of directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws.
8. Elimination of Certain Liability of Directors. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for monetary damages of any kind for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.
9. Meetings and Corporate Records. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

10. Amendments to Certificate. 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 DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. Amendments to Bylaws. In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

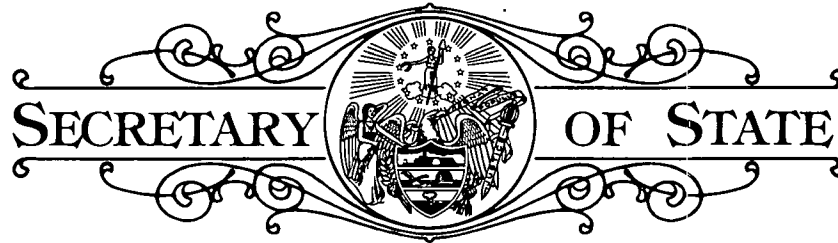
12. Effective Date. This Certificate of Incorporation shall be effective on December 31, 2021 at 11:59 P.M.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of December, 2021.

/s/ Patrick H. Taylor _____

Patrick H. Taylor
Sole Incorporator

STATE OF ARKANSAS



John Thurston

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, John Thurston, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Conversion

of

ONYX BRANDS, LLC

(an Arkansas Limited Liability Company)

converting to

ONYX BRANDS, INC.

(a Delaware Corporation)

filed in this office
December 20, 2021

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 20th day of December, 2021.

A handwritten signature in cursive script that reads "John Thurston".

Arkansas Secretary of State



PATENT

REEL: 058739 FRAME: 0364



**STATEMENT OF CONVERSION
FROM AN ARKANSAS LIMITED LIABILITY COMPANY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 4-38-1045 OF THE
UNIFORM LIMITED LIABILITY COMPANY ACT OF THE STATE OF ARKANSAS**


This Statement of Conversion (the "Statement") is being duly executed and filed by Onyx Brands, LLC, an Arkansas limited liability company, to convert the company from an Arkansas limited liability company to a Delaware corporation pursuant to Section 4-38-1045 of the Uniform Limited Liability Company Act of the State of Arkansas (the "Act").

- (1) The name of the converting entity is Onyx Brands, LLC, an Arkansas limited liability company (the "Converting Entity").
- (2) The name of the converted entity is Onyx Brands, Inc., a Delaware corporation (the "Converted Entity").
- (3) A plan of conversion was approved in accordance with provisions of the Act.
- (4) This Statement of Conversion shall be effective on 12/31/2021 at 11:59 P.M.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate this 13th day of December, 2021.

ONYX BRANDS, LLC,
an Arkansas limited liability company

By: Onyx Buyer, Inc., Member

By: 
Name: Benjamin L. Holbrook,
Title : Chairman

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 'ONYX BRANDS, INC.' FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2021, AT 7:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021 AT 11:59 O'CLOCK P.M.



6472251 8100F
SR# 20214093611

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.

Authentication: 205017408
Date: 12-17-21

PATENT
REEL: 058739 FRAME: 0366

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 AN ARKANSAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "ONYX BRANDS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ONYX BRANDS, LLC" TO "ONYX BRANDS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2021, AT 7:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021 AT 11:59 O'CLOCK P.M.



6472251 8100F
SR# 20214093611

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.

Authentication: 205017408
Date: 12-17-21

PATENT
REEL: 058739 FRAME: 0367

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:40 PM 12/14/2021
FILED 07:40 PM 12/14/2021
SR 20214093611 - FileNumber 6472251


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

This Certificate of Conversion (the "Certificate") is being duly executed and filed by Onyx Brands, LLC, an Arkansas limited liability company (the "Company"), to convert the Company from an Arkansas limited liability company to a Delaware corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware.

- (1) - The jurisdiction where the Company first formed is Arkansas.
- (2) The jurisdiction immediately prior to filing this Certificate is Arkansas.
- (3) The date on which the Company was formed is March 20, 1991.
- (4) The name of the Company immediately prior to filing this Certificate is Onyx Brands, LLC.
- (5) The name of the Corporation as set forth in the Certificate of Incorporation filed in accordance with 8 Del.C. § 265(b) is Onyx Brands, Inc.
- (6) This Certificate of Conversion shall be effective on 12/31/2021 at 11:59 P.M.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate this 13th day of December, 2021.

ONYX BRANDS, LLC,
an Arkansas limited liability company

By: 
Name: Benjamin L. Holbrook
Its: Chairman

QBA70327438.3

PATENT
REEL: 058739 FRAME: 0368

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:40 PM 12/14/2021
FILED 07:40 PM 12/14/2021
SR 20214093611 - File Number 6472251

CERTIFICATE OF INCORPORATION

OF

ONYX BRANDS, INC.

1. Name. The name of the Corporation is Onyx Brands, Inc.
2. Registered Office and Agent. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. Purpose. The nature of the business or purposes to be conducted or promoted 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 (the "DGCL").
4. Authorized Stock. The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock and the par value of each of such shares is One Cent (\$.01).
5. Incorporator. The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Patrick H. Taylor	411 East Wisconsin Avenue Suite 2400 Milwaukee, WI 53202-4428
6. Period of Existence. The Corporation shall have perpetual existence.
7. Number of Directors. The number of directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws.
8. Elimination of Certain Liability of Directors. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for monetary damages of any kind for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.
9. Meetings and Corporate Records. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

QB70327727.2

PATENT
REEL: 058739 FRAME: 0369

10. Amendments to Certificate. 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 DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. Amendments to Bylaws. In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

12. Effective Date. This Certificate of Incorporation shall be effective on December 31, 2021 at 11:59 P.M.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of December, 2021.

/s/ Patrick H. Taylor

Patrick H. Taylor
Sole Incorporator

ONYX BRANDS, LLC

ACTION OF SOLE MEMBER IN LIEU OF SPECIAL MEETING

The undersigned, being the sole member (the "Member") of Onyx Brands, LLC, an Arkansas limited liability company (the "Company"), hereby takes the following action and adopts the following resolutions, effective December 10, 2021 (the "Effective Date"), without a meeting and by written consent pursuant to the Uniform Limited Liability Company Act of the State of Arkansas, to have the same force and effect as if taken and adopted at a special meeting of the Member:

WHEREAS, the Member has determined that it is advisable and in the best interests of the Company to convert the Company into a Delaware corporation to be known as "Onyx Brands, Inc." (the "Converted Entity"), in accordance with the laws of the States of Arkansas and Delaware, respectively (the "Conversion").

NOW, THEREFORE, BE IT RESOLVED, that the Conversion is hereby approved, and the Plan of Conversion in substantially the form attached hereto as Exhibit A is hereby approved and adopted;

FURTHER RESOLVED, that the name of the Converted Entity shall be "Onyx Brands, Inc.";

FURTHER RESOLVED, that the effective time of the Conversion shall be upon filing of the Certificate of Conversion with the Delaware Secretary of State;

FURTHER RESOLVED, that at the effective time of the Conversion, the sole membership interest of the Company shall automatically be converted into one hundred (100) shares of Common Stock of the Converted Entity without any further action on the part of the Member;

FURTHER RESOLVED, that the Member and the officers of the Company are hereby authorized and directed to take such further action and execute and cause to be filed such documents, including but not limited to Certificates of Conversion and a Certificate of Incorporation, as may be deemed necessary or appropriate to cause the Conversion to become effective under the laws of the States of Delaware and Arkansas;

FURTHER RESOLVED, that, by virtue of the Conversion, the Converted Entity shall succeed to all assets and be bound by all of the liabilities and obligations of the Company, and the Member and the officers of the Company are hereby authorized and directed to execute any further documents, including any deeds or

other instruments of transfer, as may be necessary or advisable to transfer title to any of the Company's assets into the name of the Converted Entity; and

FURTHER RESOLVED, that all lawful actions taken by the Member and any officers and other authorized representatives of the Company, in the name and on behalf of the Company, in negotiating, documenting and effecting the transactions described in the foregoing resolutions, whether taken prior to or after the date hereof, are hereby ratified, confirmed and approved in all respects as the acts of the Company.

[The remainder of this page is intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the Effective Date to be filed as part of the minutes of the Company.

SOLE MEMBER:

ONYX BUYER, INC.



Benjamin L. Holbrook, Chairman

EXHIBIT A
Plan of Conversion

Exhibit A

PATENT
REEL: 058739 FRAME: 0374

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this “Plan”) is adopted, effective as of December 10 2021, by Onyx Brands, LLC, an Arkansas limited liability company (the “Converting Entity”), to set forth the terms of the Converting Entity’s conversion into Onyx Brands, Inc., a Delaware corporation (the “Resulting Entity”), pursuant to the provisions of Section 4-38-1042 of the Uniform Limited Liability Company Act of the State of Arkansas and Section 265 of the Delaware General Corporation Law (the “DGCL”).

RECITALS

WHEREAS, the Converting Entity is a corporation duly-organized and existing under, and subject to the jurisdiction of, the laws of the State of Arkansas.

WHEREAS, the outstanding capitalization of the Converting Entity consists of a 100% membership interest held by Onyx Buyer, Inc. (the “Equity Interest”).

WHEREAS, the Resulting Entity will be a corporation duly-organized and existing under, and subject to the jurisdiction of, the laws of the State of Delaware.

WHEREAS, the sole member of the Converting Entity (the “Member”) deems it advisable, and in the best interests of the Converting Entity, that the Converting Entity be converted into the Resulting Entity as set forth in Section 265 of the DGCL (the “Conversion”).

WHEREAS, the Member has approved this Plan by written consent, duly-adopted in accordance with the laws of the State of Arkansas.

TERMS AND CONDITIONS OF THE CONVERSION

1. Resulting Entity. At the Effective Time (as defined below), the Converting Entity will be converted into the Resulting Entity and will be governed by, and subject to, the laws of the State of Delaware. At the Effective Time, (i) the title to all property owned by the Converting Entity will continue to be owned in the same manner by the Resulting Entity without reversion or impairment; (ii) the Resulting Entity will continue to be subject to all the liabilities of the Converting Entity; and (iii) the Equity Interest of the Converting Entity will be converted into shares of common stock of the Resulting Entity, as set forth in Section 3 below.

2. Certificate of Incorporation of Resulting Entity.

2.1 Certificate of Incorporation. The Certificate of Incorporation in the form attached hereto as Exhibit A (the “Certificate”) will be the certificate of incorporation of the Resulting Entity and, upon the filing of a Certificate of Conversion (the “Certificate of Conversion”) with the Delaware Secretary of State, the Converting Entity will be converted into the Resulting Entity.

2.2 Bylaws. The bylaws in the form attached as Exhibit B (the “Bylaws”) will be the Bylaws of the Resulting Entity.

3. Conversion of Equity Interest. At the Effective Time: (i) the Equity Interest of the Converting Entity will be converted and will, automatically and without further act of the Converting Entity, the Resulting Entity, or of any holder thereof, be extinguished and converted into 100 shares of common stock of the Resulting Entity, with the rights, privileges and preferences set forth in the Certificate and the Bylaws, and (ii) the Equity Interest of the Converting Entity will be cancelled and cease to exist.

4. Termination and Abandonment. At any time before the Effective Time, and for any reason, this Plan may be terminated and abandoned by the Member.

5. Tax Reporting. For federal and applicable state income tax purposes, the Conversion shall be treated as a tax-free exchange under Section 351 of the Internal Revenue Code of 1986, as amended. The Resulting Entity shall report the transaction in a manner consistent with such characterization for all federal and applicable state income tax purposes.

6. Effective Time of Conversion. The effective time of the Conversion (the “**Effective Time**”) will be the date and time on which the Certificate of Conversion, substantially in the form set forth in Exhibit C, has been duly filed in the office of the Delaware Secretary of State, after satisfaction of the requirements of the applicable laws of the State of Delaware.

7. Miscellaneous.

7.1 Applicable Law. This Plan shall be governed in all respects by the laws of the State of Delaware.

7.4 Severability. If any provision set forth in this Plan is determined by a court of competent jurisdiction to be unenforceable by reason of its being too extensive in any respect, such provision shall be interpreted to have the broadest application as shall be enforceable. The invalidity or unenforceability of any particular provision of this Plan shall not affect the validity of the other provisions hereof, which shall continue in full force and effect.

[Signature Page to Follow]

The undersigned hereto has adopted this Plan of Conversion as of the day and year first above written.

SOLE MEMBER:

Onyx Buyer, Inc.

By: _____

Name: Benjamin L. Holbrook

Title: Chairman

EXHIBIT A
CERTIFICATE OF INCORPORATION

[See attached]

CERTIFICATE OF INCORPORATION
OF
ONYX BRANDS, INC.

1. Name. The name of the Corporation is Onyx Brands, Inc.
2. Registered Office and Agent. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
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5. Incorporator. The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Patrick H. Taylor	411 East Wisconsin Avenue Suite 2400 Milwaukee, WI 53202-4428
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9. Meetings and Corporate Records. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

10. Amendments to Certificate. 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 DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. Amendments to Bylaws. In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

12. Effective Date. This Certificate of Incorporation shall be effective on December 31, 2021 at 11:59 P.M.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of December, 2021.

/s/ Patrick H. Taylor

Patrick H. Taylor
Sole Incorporator

EXHIBIT B

BYLAWS

[See attached]

**BYLAWS OF
ONYX BRANDS, INC.
ADOPTED
DECEMBER 31, 2021**

1. Number of Directors. The number of directors which shall constitute the whole Board shall be one or more as determined from time to time by the stockholders or the Board of Directors.

2. Annual Meeting of Stockholders. The annual meeting of stockholders shall be held on such date and at such time as shall be fixed by the Board of Directors and specified in the notice or waiver of notice of such meeting.

3. Directors Meeting Notices. Regular or special directors meetings may be held upon 24 hours' notice given orally or in writing to each director at his or her address as set forth in the records of the corporation, or by transmitting the notice electronically to an electronic address provided by the director.

4. Waiver of Notices; Actions by Consent. Notice of any meeting of stockholders or directors may be waived, and actions by stockholders or directors may be taken by written consent without a meeting, as provided by the Delaware General Corporation Law (the "Statute").

5. Officers. The duties of the respective officers shall be such as usually pertain to their offices and such other duties as may be prescribed by the Board of Directors. The Board of Directors may delegate the duties of any officer to any other officer or to any assistant officer or other person designated by it for that purpose.

6. Bylaw Amendments. These Bylaws may be amended by the Board of Directors or by the stockholders.

7. Indemnification. The corporation shall indemnify to the full extent permitted by, and in the manner permissible under, the Statute any person made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the corporation or any predecessor of the corporation, or served any other enterprise as a director or officer at the request of the corporation or any predecessor of the corporation.

The foregoing provisions of this section shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer may be entitled apart from the provisions of this section.

The Board of Directors in its discretion shall have power on behalf of the corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that the person, his or her testator or intestate, is or was an employee or agent of the corporation or any predecessor of the corporation.

8. Certificates for Shares; Uncertificated Shares. Shares of the corporation's stock may be certificated or uncertificated, as provided under and in accordance with applicable requirements of the Statute. The Board of Directors shall have the power and authority to make all such rules and regulations not inconsistent with the Statute as it may deem expedient concerning the issue, transfer and registration of shares of the corporation.

* * * * *

EXHIBIT C
CERTIFICATE OF CONVERSION

[See attached]


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

This Certificate of Conversion (the "Certificate") is being duly executed and filed by Onyx Brands, LLC, an Arkansas limited liability company (the "Company"), to convert the Company from an Arkansas limited liability company to a Delaware corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware.

- (1) The jurisdiction where the Company first formed is Arkansas.
- (2) The jurisdiction immediately prior to filing this Certificate is Arkansas.
- (3) The date on which the Company was formed is March 20, 1991.
- (4) The name of the Company immediately prior to filing this Certificate is Onyx Brands, LLC.
- (5) The name of the Corporation as set forth in the Certificate of Incorporation filed in accordance with 8 Del.C. § 265(b) is Onyx Brands, Inc.
- (6) This Certificate of Conversion shall be effective on 12/31/2021 at 11:59 P.M.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate this 13th day of December, 2021.

ONYX BRANDS, LLC,
an Arkansas limited liability company

By: 
Name: Benjamin L. Holbrook
Its: Chairman

**STATEMENT OF CONVERSION
FROM AN ARKANSAS LIMITED LIABILITY COMPANY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 4-38-1045 OF THE
UNIFORM LIMITED LIABILITY COMPANY ACT OF THE STATE OF ARKANSAS**

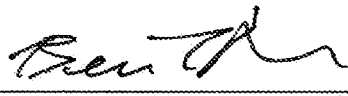
This Statement of Conversion (the "Statement") is being duly executed and filed by Onyx Brands, LLC, an Arkansas limited liability company, to convert the company from an Arkansas limited liability company to a Delaware corporation pursuant to Section 4-38-1045 of the Uniform Limited Liability Company Act of the State of Arkansas (the "Act").

- (1) The name of the converting entity is Onyx Brands, LLC, an Arkansas limited liability company (the "Converting Entity").
- (2) The name of the converted entity is Onyx Brands, Inc., a Delaware corporation (the "Converted Entity").
- (3) A plan of conversion was approved in accordance with provisions of the Act.
- (4) This Statement of Conversion shall be effective on 12/31/2021 at 11:59 P.M.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate this 13th day of December, 2021.

ONYX BRANDS, LLC,
an Arkansas limited liability company

By: Onyx Buyer, Inc., Member

By: 
Name: Benjamin L. Holbrook,
Title : Chairman